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November 4, 2012

Via E-mail

Honorable Martin Glenn
United States Bankruptcy Court
Alexander Hamilton Custom House
New York, NY 10004

Re: *In re Residential Capital, LLC*, No. 12-12020 (Bankr. S.D.N.Y.)

Dear Judge Glenn:

I write on behalf of Ally Financial Inc. (“Ally”), to respond to the November 2, 2012 letter submitted by the Official Committee of Unsecured Creditors (the “Committee”). The Committee’s letter misstates the record and the law in several respects. For the reasons stated below, Ally requests the following relief:

- First, the Committee should be ordered to comply with the Uniform Protective Order.
- Second, the Committee’s summary request that the Court order ResCap and Ally to produce hundreds of privileged documents should be denied. To the extent, the Court wishes to consider the Committee’s wholesale demand that Ally or ResCap produce privileged documents, Ally respectfully requests the Court enter an expedited briefing and hearing schedule and/or *in camera* review of the privileged documents at issue.

The Committee continues to seek discovery for discovery’s sake and to delay hearing on the merits on Debtors Rule 9019 Motion to Approve the RMBS Trust Settlement Agreements even further. Ally has produced substantial documents in response to the Committee’s document requests and has responded to numerous requests by the Committee to supplement privilege logs and provide information about numerous current and former Ally employees. Yet, again, the Committee has raised discovery issues not previously addressed in conferences between the parties and threatened to delay depositions. Ally has produced responsive documents and is willing to engage in discovery, but has concerns that the Committee’s discovery efforts are going too far and have increasingly become a means to delay the Court’s hearing and resolution of important issues in the Debtors’ restructuring.

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FACTUAL BACKGROUND

On June 10, 2012, the Debtors moved pursuant to Federal Rule of Bankruptcy Procedure 9019 for approval of Debtors' settlements with purchasers of certain residential mortgage-backed securities ("RBMS") issued by the Debtors (the "RMBS Trust Settlements"). These settlements potentially resolve the single largest unsecured claim against the Debtors' estates and are an important part of the Debtors' restructuring.

On August 29, 2012, the Committee served a subpoena for the production of documents on Ally seeking documents concerning, among other things, "the negotiation and execution of the RMBS Trust Settlement Agreements." Members of the Committee (*e.g.*, MBIA and FGIC) have served similar subpoenas.

In response to the Committee's, MBIA's, and FGIC's subpoenas Ally has produced thousands of pages of documents, including Board minutes and materials, internal communications about the proposed settlements, communications with the settling institutional investors (commonly referred to as the Kathy Patrick group or Steering Committee), as well as non-privileged communications between Ally and ResCap concerning the proposed settlements and/or Plan Support Agreements executed by Ally and the settling institutional investors. The Committee and its members have sought a dozen fact depositions which are scheduled to begin on November 5, 2012.

On August 20, 2012, after substantial negotiation among all parties in interest, including the Committee and its individual members, the Court entered the Uniform Protective Order. The Uniform Protective Order entered by the Court provides:

If a Disclosing Party inadvertently or mistakenly produces information that is protected or prohibited from disclosure, upon written request by the Disclosing Party after the discovery of such inadvertent or mistaken production, the Receiving Party shall use all commercially reasonable efforts to return or destroy the information for which a claim of inadvertent production is made ...

(*See* Uniform Protective Order, Docket #1223, ¶ 26 (emphasis added).) Thus, under the Uniform Protective Order, upon receipt of written notice of mistaken or inadvertent production the Receiving Party *must* comply and do so within five business days of receipt of a claw-back request.¹ (*Id.*) The Receiving Party may then move to compel production—*after* it has fully

¹ Federal Rule of Civil Procedure 26(b)(5)(B) also requires prompt return or destruction of inadvertently produced documents: "After being notified, a party must promptly return, sequester, or destroy the specified information and

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complied with the written claw-back request. (*Id.*) The purpose of such a claw-back provision is simple: by providing a producing party assurance that it will not be threatened by a claim of waiver, the provision facilitates prompt discovery. Where, as here, the litigation involves multiple parties on an expedited timetable, a claw-back provision such as Paragraph 26 of the Uniform Protective Order is both routine and essential.

The Committee stipulated that the Uniform Protective Order applies for purposes of discovery of Ally. (*See* Docket #1223.) Moreover, the Committee's confidentiality agreement with the Debtors contains an identical provision as Paragraph 26 of the Uniform Protective Order. (*See* Committee-ResCap Confidentiality Agreement, ¶ 22.)

In a footnote, the Committee contends that its stipulation to adopt the Uniform Protective Order does not apply because it "only governs the Debtors documents that were produced to the Examiner, which these were not." (Comm. Letter fn. 3.) The Committee's stipulation, however, provides that the terms of the Uniform Protective Order "shall govern the disclosure, discovery, production, and use of documents and other information provided by Ally to the Committee in the above-referenced chapter 11 cases." (Docket #1369.)

A. The Committee's Has Refused To Abide By Terms of The Court's Protective Order Concerning Claw Back of Inadvertently Produced Documents.

As an initial matter, the Committee—as it concedes in its letter to the Court—has refused to abide by the Uniform Protective Order entered by the Court. The Committee should be ordered to comply with the Uniform Protective Order. The Committee should not be permitted to ignore the Court's Order and unilaterally determinate that the documents were not inadvertently produced when the Court's Order provides that the documents must be returned upon written notice, and only after compliance with the claw-back request can the Committee move to compel production of the documents. The documents currently sought to be clawed back are clearly protected from production as privileged documents. They involve analyses of RMBS claims against ResCap and Ally and are protected from disclosure under the common interest/joint defense or co-client privileges.²

any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified..."

² Ally previously sought to have this issue heard in a telephonic conference with the Court the week of October 22nd. However, the Committee's counsel was unavailable on the date initially scheduled with the Court and the disruptions caused by Hurricane Sandy prevented presentation of this issue to the Court.

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On October 15, 2012, Ally informed counsel for the Debtors that certain joint-defense and attorney-client privileged documents (identified by Bates number) were mistakenly produced by Debtors and requested that the Debtors take steps to claw back these documents. On October 17, 2012, counsel for the Debtors requested that the Committee and other Receiving Parties use all reasonably commercial efforts to destroy these documents pursuant to the Uniform Protective Order. The Committee refused to comply with the Uniform Protective Order. Instead, the Committee ignored the Uniform Protective Order and unilaterally determined that the documents subject to the claw back request were “not inadvertently or mistakenly” produced. (*See* Oct. 19, 2012 Letter from P. Kaufman to D. Clark (attached as Exhibit A).)

On October 24, counsel for Ally, the Debtors, Committee, and individual members of the Committee, FGIC and MBIA, conferred by telephone. At that time, Ally and ResCap offered to sit down with the Committee and others so they could provide the basis for the assertions of privilege. Significantly, counsel for the Committee indicated that they had not yet even reviewed the documents subject to the claw-back request at that time. Even though the Committee had not yet reviewed the documents subject to the claw back, it nonetheless stated that it would not abide by the claw-back request or the terms of the Uniform Protective Order. Counsel for the Committee justified their refusal to abide by the Uniform Protective Order because the Committee had unilaterally determined the documents were not produced inadvertently, despite clear statements to the contrary from Debtors’ counsel. The Committee thus chose, and continues, to ignore the Court’s order on the basis of its belief that the documents were not inadvertently produced. MBIA and FGIC have similarly chosen to ignore their obligations under the Uniform Protective Order.

The Committee similarly chose to ignore efforts at compromise. The Committee refused offers to confer about the privileges underlying each document subject to the claw-back request. Further, after conferring with counsel for the Debtors, and in the hopes of resolving the dispute with the Committee and other Receiving Parties, ResCap and Ally amended its claw-back request, withdrawing its claw-back request with respect to many of the of the documents originally identified to avoid this very briefing and dispute. (Notably, there is no dispute between ResCap and Ally as to the privileges asserted over documents on the amended claw-back request.) Although the Committee received a copy of Ally’s amended claw-back request *before* submitting its letter to the Court, the Committee’s letter ignores the amended claw-back request entirely. And, significantly, *none* of the documents the Committee cites as examples in its letter (at page 4) is currently subject to a claw-back request.

The Committee has failed to offer any justification for its failure to abide by the terms of the Uniform Protective Order. Accordingly, Ally respectfully requests the Court order the

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Committee and other Receiving Parties comply with the terms of the Uniform Protective Order and Debtors' claw-back demand.

B. The Claw-Back Documents Are Privileged Co-Client And Common Interest Communications.

Not only has the Committee refused to abide by the terms of the Uniform Protective Order, the Committee also misstates the bases for the claw-back demand. As previously explained to counsel for the Committee, the claw-back documents are privileged co-client and common interest communications. The inadvertent or mistaken production by the Debtors does not and cannot waive these privileges.

1. ResCap And Ally Shared Joint Counsel In Connection With RMBS Litigation.

Prior to the Petition Date, Ally Legal Staff provided legal services and advice to ResCap, an indirect subsidiary of Ally, pursuant to the parties' operating agreement.³ Specifically, Ally's Chief Counsel - Litigation, Timothy Devine, was responsible for all of Ally's and ResCap's litigation dockets, including the mortgage-backed securities litigation, through April 2012, and the mortgage litigation group at ResCap reported directly to Mr. Devine. Mr. Devine and others within the Ally Legal Staff thus provided legal advice directly to ResCap, and Ally Legal Staff jointly represented ResCap and Ally in connection with residential mortgage-backed securities ("RMBS") litigation, as did Carpenter Lipps & Leland and other outside counsel. A number of ResCap's Legal Staff members outside of the mortgage litigation group also supported Mr. Devine on RMBS litigation matters. Thus, it is hardly surprising that Mr. Devine was a participant in analyses of the claims underlying the Debtors' proposed RMBS Trust Settlements as he was with other RMBS-related litigations.

As the Court has noted in this very matter, such a joint representation of Ally and Debtors protects from disclosure to third parties privileged attorney-client communications and attorney work-product falling within that joint representation. (*See In re Residential Capital, LLC*, No. 12-12020-MG, 2012 WL 3308408, at *5 (Bankr. S.D.N.Y. Aug. 10, 2012). Thus, the

³ This arrangement is not uncommon among related corporations, especially, as here, where a subsidiary's financial results are consolidated with the parent's. Moreover, "[a] number of courts have upheld the privilege for communications shared by the parent with its wholly-owned subsidiary ... upon a showing that a common attorney was representing both corporate entities or that the two corporations shared a common legal interest and thus came within the joint-client rule." *Bowne of New York City, Inc. v. Ambase Corp.*, 150 F.R.D. 465, 491 (S.D.N.Y. 1993) (citing cases).

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Committee's assertion that there can be no privilege underlying, for example, communications between Mr. Devine and representatives of ResCap misses the mark and is contrary to this Court's prior order. Communications among Mr. Devine and representatives of ResCap concerning litigation, settlement or analyses of RMBS claims is precisely the type of joint or co-client communications that are privileged and protected from disclosure.

Importantly, communications falling within a joint representation may not be disclosed to third parties without the consent of each co-client, *i.e.*, ResCap *and* Ally. Indeed, courts in this and other circuits have held that co-client communications may not be disclosed to third parties without the consent of each co-client. *See In re Teleglobe Communications Corp.*, 493 F.3d 345, 363 (3d Cir. 2007) ("When co-clients and their common attorneys communicate with one another, those communications are 'in confidence' for privilege purposes. Hence the privilege protects those communications from compelled disclosure to persons outside the joint representation. Moreover, waiving the joint-client privilege requires the consent of all joint clients."); *see also Official Committee of Asbestos Claimants of G-I Holding, Inc. v. Heyman*, No. 01 Civ. 8539(RWS), 2006 WL 2883255, at *3 (S.D.N.Y. Oct. 6, 2006); *The Jordan (Bermuda) Inv. Co., Ltd. v. Hunter Green Investments Ltd.*, No. 00 Civ. 9214(RWS), 2006 WL 2773022, * 1-2 (S.D.N.Y. Sept. 27, 2006).

Ally has not consented to the Debtors' disclosure of confidential and privileged information falling within the Ally Legal Staff's joint representation of ResCap and Ally. *See In Re Residential Capital*, 2012 WL 3308408, at *5 (noting that while Ally consented to BABC's continued representation of the Debtors, it had not consented to BABC's disclosure of privileged information to third parties). Thus, Debtors cannot—inadvertently or otherwise—waive any privileges arising from that joint representation.

2. ResCap And Ally Share A Common Legal Interest In Resolving RMBS Claims.

Apart from privileges arising through joint representation of ResCap and Ally through the end of April 2012, ResCap and Ally also plainly had a common interest in resolving RMBS claims before and after that time. As the Court is well aware, the common interest privilege is "an exception to the general rule that voluntary disclosure of confidential, privileged materials to a third-party waives any applicable privilege." *In Re Velo Holdings, Inc.*, 473 B.R. 509, 514 (Bankr. S.D.N.Y. 2012). To establish the existence of a common interest, two elements must be met: "(1) the party who asserts the rule must share a common legal interest with the party whom the information was shared and (2) the statements for which protection is sought must have been designed to further that interest." *Id.* The party asserting the common interest doctrine must show "that the communication was given in confidence, and under circumstances that made it

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objectively reasonable for the client to believe that the communication was confidential.” *Id.* (citing *In re Quigley Co., Inc.*, No. 04-15739 (SMB), 2009 Bankr. LEXIS 1352, at *8 (Bankr. S.D.N.Y. April 24, 2009)). Further, “[t]he communication must relate to the common interest, which may be either legal, factual, or strategic in character.” Restatement (Third) of the Law Governing Lawyers § 76 cmt. e. A common interest can be established even where clients have some conflicting interests. The doctrine still applies as long as the communications relate to the common interest. *In re Velo Holdings Inc.*, 473 B.R. at 515 (“Indeed, the interests of the parties asserting a common interest need not be universally congruent.”); *see also Grand Jury Subpeona Duces Tecum Dated Nov. 16, 1974*, 406 F.Supp. 381, 392 (S.D.N.Y.1975) (“That a joint defense may be made by somewhat unsteady bedfellows does not in itself negate the existence or viability of the joint defense.”).

Here, there can be little dispute that Debtors and Ally shared a common legal interest: RMBS claims have been asserted against ResCap and Ally jointly, and ResCap and Ally have been named as co-defendants in numerous lawsuits. This alone creates a quintessential common legal interest. Further, as the Committee itself acknowledges, ResCap and Ally have a common interest in minimizing exposure to the RMBS claimants that are a part of the RMBS Trust Settlements. (Comm. Letter at 4.) ResCap and Ally memorialized their long standing common interest with respect to lawsuits, investigations and other matters in a Joint Defense Common Interest and Information Sharing Agreement. (*See* June 5, 2012 Joint Defense-Common Interest and Information Sharing Agreement (“JDA”) (attached as Exhibit B).) The JDA explicitly acknowledged that Rescap and Ally had operated under an oral agreement before memorializing the parties’ joint defense agreement in June 2012. Although “[a] written agreement is neither necessary to establish a common legal interest, nor to establish an expectation of confidentiality,” *In re Velo Holdings*, 473 B.R. at 517, the JDA underscores the Debtors’ and Ally’s reasonable belief that the communications in question were shared in confidence.

Further, the communications the Committee contends cannot be subject to a common interest were in fact made in furtherance of the joint defense between the parties. Mr. Devine, for example, periodically analyzed RMBS claims then pending or threatened against Ally and/or ResCap and provided updates to senior management of both companies. These communications were in furtherance of a plain common legal interest in litigating or resolving RMBS claims and the strategic or factual position in furtherance of a joint defense. Yet, these are the very communications the Committee contends are not subject to a common interest. (*See, e.g.*, Oct. 26, 2012 Ally Privilege Log (Revised) (attached as Exhibit C), Entries 89, 94, 100-103.)

Importantly, the Committee’s claim that “[m]any of the documents in question are emails ... concerning AFI’s contribution towards an RMBS settlement and the importance to AFI of obtaining releases in its favor” is simply false. (Comm. Letter at 3.) The majority of documents

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in fact concern RMBS litigation or claims unrelated to the Debtors' proposed RMBS Trust Settlements, the Ally-ResCap Settlement, or RMBS claimant Plan Support Agreements. Only eight (out of 824) entries on Ally's privilege logs even relate to the Ally-ResCap Settlement and *none* of these entries assert a common interest privilege.

Similarly, the Committee's contention that ResCap and Ally "could not have been more adverse in terms of the portion of exposure each would be required to assume" (Comm. Letter at 4) is simply wrong and grounded in a misstatement of the facts. First, the Committee conflates the RMBS Trust Settlements with a separate settlement between ResCap and Ally. These agreements are different and were negotiated by different representatives from Ally. For example, Mr. Devine was not involved in negotiations concerning the Ally-ResCap settlement. Second, Ally has *not* asserted a common interest existed between ResCap and Ally with respect to the negotiation of the Ally-ResCap settlement (or negotiations of related Plan Support Agreements executed by the settling institutional investors and Ally). Third, any "exposure" to RMBS claims belongs to the Debtors, not Ally. And to the extent the settling claimants asserted derivative claims against Ally arising from Debtors' issuance of RMBS, such claims were released by the settling claimants for valuable consideration paid by Ally. Specifically, the Plan Support Agreements executed by the settling institutional investors require Ally to contribute no less than \$750 million to the ResCap bankruptcy estate, thereby increasing institutional investors' recoveries in the bankruptcy proceeding.

The Committee acknowledges that "Debtors and [Ally] may have had a common interest in minimizing their exposure to RMBS liability." (Comm. Letter at 4.) And that is precisely the common legal interest at issue here. Once a common interest or joint defense privilege has been established, as here, "the privilege cannot be waived without the consent of all the parties that share it." *In re Asia Global Crossing, Ltd.*, 322 B.R. 247, 264 (S.D.N.Y. 2005); *see also In re In-Store Advertising Sec. Litig.*, 163 F.R.D. 452, 456 (S.D.N.Y. 1995) ("Where work product is shared among parties conducting a joint defense, the unilateral disclosure by one party does not waive the protection for parties that have not voluntarily disclosed their work product.") Unilateral waiver is inappropriate because courts recognize that joint defense agreements exist "to protect the free flow of information from client to attorney . . . whenever multiple clients share a common interest about a legal matter." *United States v. Schwimmer*, 892 F.2d 237, 243 (2d Cir. 1989) (internal citation and quotation marks omitted).

Even if the Debtors could unilaterally waive the common interest privilege—which they cannot and did not—waiver still would not exist under the circumstances of this case. The Uniform Protective Order expressly provides that mistaken or inadvertent production "*shall in no way prejudice or otherwise constitute a waiver of*, or estoppels as to, any claim of privilege or work product immunity for such information or any other legally cognizable privilege or other

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production.” (Docket #1223, Uniform Protective Order, ¶ 26 (emphasis added).) The Debtors provided written notice of their inadvertent or mistaken production as required under the Uniform Protective Order. The Committee therefore cannot argue that Debtors’ prior production constituted a waiver.⁴

Ally has not consented to disclosure of the Debtors’ inadvertently produced and privileged documents. To the contrary, Ally has promptly pursued its rights upon discovery of the Debtors’ mistaken disclosure. All privileges remain intact and claw back is the appropriate remedy.

3. Neither the “Sword-Shield” Nor Fiduciary Exception Apply.

The Committee cannot rely on the “sword shield” or fiduciary exception to avoid its obligations under the Uniform Protective Order. As a threshold matter, it is not for the Committee to unilaterally determine whether documents subject to a claw-back request are or are not privileged. (*Id.*) Moreover, neither the “sword shield” doctrine nor fiduciary exception has any application here.

The “sword-shield” doctrine is designed to prevent abuse where a party seeks to exploit the attorney-client privilege for a purpose inconsistent with the privilege. *See United States v. Bilzerian*, 926 F.2d 1285, 1292 (2d Cir. 1991). In other words, a defendant may not use privilege to “prejudice his opponent’s case or to disclose some selected communications for self serving purposes.” *Id.* Therefore, a party cannot disclose communications that are self-serving while asserting privilege over other communications that an adversary could use to challenge the truth of the claim. *Id.*; *see also In re Adelpia Communications Corp.*, No. 02-41729(REG), 2007 WL 601452, at *3 (Bankr. S.D.N.Y. Feb. 20, 2007) (declining to find privilege waiver based on the sword and shield doctrine). Here, contrary to the Committee’s contention, neither Ally nor Rescap have partially disclosed privileged communications for their benefit or intentionally injected privileged information into the litigation. Rather, Debtors’ counsel merely indicated that ResCap’s counsel advised the ResCap Board in connection with the RMBS Trust Settlement. And the Debtors have disclosed that which the Committee demanded: Debtors have agreed to produce the materials on which the ResCap Board relied in approving the RMBS Trust Settlement. Because neither the Debtors nor Ally have sought to “prejudice” the Committee or

⁴ Nor did the Debtors waive any privilege as a factual matter, expressly, impliedly or otherwise. As the Debtors themselves contend, the Committee is simply incorrect in its characterization of events. No waiver of privilege was ever communicated to the Committee or other parties. But even if such an attempted waiver were shown, it would be ineffective in light of Ally’s preserved privileges under the joint-defense and co-client doctrines.

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other parties through the selective disclosure of privileged information, the sword-shield doctrine does not apply.⁵

The fiduciary exception similarly has no application here. In order for there to be a waiver based on a fiduciary duty, the Committee must demonstrate “good cause.” Good cause is evaluated using four factors: “(1) the discovering party’s stake in the fiduciary relationship; (2) the apparent merit of the claim; (3) the need of the discovering party for the information; and (4) the nature of the communication itself.” *In re Pfizer Inc. Sec. Litig.*, No 90 Civ. 1260(SS), 1993 WL 561125, at *13 (S.D.N.Y. Dec. 23, 1993) (refusing to apply the fiduciary exception). Indeed, the very case cited by the Committee, *Official Comm. of Asbestos Claimants of G-I Holding, Inc. v. Heyman*, 342 B.R. 416, 424 (S.D.N.Y. 2006), holds that good cause must first be established to undermine the privilege using the fiduciary exception. *Heyman* also makes clear that where the party seeking discovery seeks to recover for individual claimants rather than on behalf of the corporation, such as the Committee here, a higher degree of scrutiny applies in evaluating good cause. *Id.* at 424-25.

The Committee, however, has made no showing that there is good cause for the disclosure of these communications. They assert, with no legal justification, that simply because there might be a fiduciary relationship between Debtors and its creditors, that entitles creditors to access of privileged communications. That is not the law. Here, it is the adversaries of ResCap and Ally—parties that have sued ResCap and several that have also sued Ally—that seek to get ResCap and Ally’s privileged analyses about those litigations. Not only does the law not provide or require the production of such documents, such a production would provide ResCap and Ally’s legal strategy and analysis directly to its adversaries; a result that is neither fair, equitable, nor helpful in moving ResCap closer to a restructuring plan with its creditors.

⁵ The Committee relies on *Am. Steamship Owners Mut. Protection and Indem. Ass’n, Inc. v. Alcoa Steamship Co., Inc.*, 232 F.R.D. 191 (S.D.N.Y. 2005) and *Chesapeake Corp. v. Shore*, 771 A.2d 293 (Del. Ch. 2000) to contend that the sword a shield doctrine applies. Neither case, however, supports their contention. *American Steamship* involved a party that disclosed privileged materials and relied on those privileged materials during depositions while simultaneously trying to withhold other privileged materials. The Court in *American Steamship* held that waiver was appropriate because the party’s “selective disclosure . . . was plainly tactical and operated to the disadvantage” of the opposing party in the litigation. *American Steamship*, 232 F.R.D. at 200. Similarly, in *Chesapeake* the court remarked that the defendants in the action were using the attorney-client privilege as a sword because they attempted to establish their defense on the basis of advice of counsel, but refused to allow inquiry into that advice based on privilege grounds. *See Chesapeake Corp. v. Shore*, 771 A.2d at 301. Thus, *American Steamship* and *Chesapeake* are inapposite here. Neither ResCap nor Ally has attempted to selectively use privileged materials to advance its own positions. To the contrary, the Debtors agreed to produce materials provided to the ResCap Board in connection with its approval of the proposed RMBS Trust Settlements.

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C. The Committee's Request for the Wholesale Production of Privileged Documents Should Be Denied.

The Committee contends that “[d]espite multiple meet-and-confer sessions among the parties, little progress has been made in resolving the Committee’s challenges to the[] assertions of privilege” by Ally and Debtors. However, despite multiple meet-and-confers and multiple requests for information by the Committee and an equal number substantive responses by Ally, the Committee has not heretofore identified any documents that it contends Ally wrongfully withheld. In fact, counsel for Ally and the Committee conducted an in person meet and confer on October 15th at which time Ally provided information underlying each privilege log entry identified by the Committee. Following that meeting, the Committee requested that Ally supplement its descriptions for well over 100 entries on its privilege log, identify every individual listed on its privilege log and produce other information, such as a copy of Ally’s JDA with ResCap. Ally did so and twice supplemented its privilege log to address issues raised by the Committee. Despite Ally’s repeated efforts to address the Committee’s questions or concerns, the Committee for the first time indicated that it would challenge nearly half of the entries on Ally’s privilege log in its November 2, 2012 letter to the Court.

The Committee contends that the challenged entries fall into six purported categories and should be produced. As a threshold matter, the Committee fails to state any legal or factual bases for its assertion that the documents “withheld by the Debtors and AFI on grounds of privilege, relate directly to the[] central questions” before the Court on Debtors’ Rule 9019 Motion To Approve The RMBS Trust Settlements—*i.e.*, whether the proposed \$8.7 billion settlement amount is fair and was the product of arm’s-length bargaining. However, a cursory review of the privilege log descriptions of the documents cited by the Committee plainly indicates that they do not pertain to the “central questions” before the Court. Nor has the Committee cited any legal or factual bases for the wholesale production of such privileged materials.

1. *"Mr. Devine's presentations to and communications with the ResCap Board concerning the RMBS settlement."*

The Committee contends 34 entries on Ally’s privilege log reflect “Mr. Devine’s presentations to and communications with the ResCap Board concerning the RMBS settlement.” They do not. In fact, all but *one* of the entries cited by the Committee has nothing to do with the Debtors’ proposed RMBS Trust Settlements. Rather, as the privilege log descriptions indicate, the communications concern “PLS litigation initiated against ResCap and Ally.” (*See* Entries Nos. 18, 19, 89, 94, 100, 101, 102, 103, 397, 399, 400, 425, 427, 429, 430-438, 443, 445, 449, 451, 452, 454, 455, 456, 462, 519, 546.) As the Committee is well aware (based on its

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communications with Ally's counsel over the past three weeks concerning privilege issues), these entries do *not* relate to the proposed RMBS Trust Settlements. Instead, these entries concern other RMBS litigation and claims. For example, as noted above, Mr. Devine's periodically analyzed RMBS or representation and warranty claims then pending or threatened against ResCap and/or Ally and provided updates to senior management of both companies. These communications were in furtherance of a plain common legal interest in litigating or resolving RMBS claims. The lone entry cited by the Committee that does relate to the Debtors' proposed RMBS Trust Settlement (entry 17) is an attorney-client communication from Mr. Devine to the CEO's of Ally and ResCap and the President of Ally Bank, copying William Solomon (Ally's General Counsel) and Tammy Hamzhepour (ResCap's General Counsel). Because both ResCap and Ally shared a common legal interest in resolving RMBS claims of the institutional investors, the Committee's claim that the document is somehow non-privileged is unavailing.

2. *"Mr. Devine's communications with Ms. Hamzhepour, Mr. Ruckdaschel and Mr. Cancelliere regarding the RMBS Settlement."*

The Committee also incorrectly claims that 29 entries reflect "communications with Ms. Hamzhepour, Mr. Ruckdaschel and Mr. Cancelliere regarding the RMBS Settlement." However, only five of the 29 entries cited by the Committee relate to the Debtors' proposed RMBS Trust Settlements at all. (*See* entries 216, 217, 305, 556, 1025.) Entries 216, 217, 556, and 1025 reflect communications among Mr. Devine and other ResCap personnel, including ResCap's General Counsel, regarding formulation of a joint strategy among ResCap and Ally to settle RMBS claims. The communications are protected from disclosure by the work product immunity and subject to the common interest exception. Entry 305 is an attorney-client communication between Mr. Devine and attorneys for Kirkland & Ellis. The remaining entries reflect communications among Mr. Devine's communications with ResCap and Ally personnel concerning pending or threatened RMBS claims against ResCap and/or Ally unrelated to the proposed RMBS Trust Settlements. For example, entries 1187 and 1189 (which the Committee contends should be produced) reflect legal advice rendered by Mr. Devine with respect to settlement of RMBS claims asserted by FHFA who is, as the Court is well aware, a plaintiff in litigation involving (at the time) both ResCap and Ally. These communications, concerning pending or threatened litigation against ResCap and Ally, fall squarely within the common interest privilege and do not relate to the Debtors' proposed RMBS Trust Settlement.

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3. *“Documents containing evaluations and analyses of the Debtors' potential RMBS liability.”*

The Committee claims 17 entries on Ally's privilege log contain “evaluations and analyses of the Debtors' potential RMBS liability.” A cursory review of entries cited by the Committee demonstrates that this too is incorrect. The entries cited by the Committee in fact relate to draft SEC filings prepared by Ally Legal Staff (Entry Nos. 13, 392), legal analyses prepared by Kirkland & Ellis and other Ally outside counsel concerning ResCap's potential bankruptcy (Entry Nos. 26, 36, 104, 457, 511), and legal advice in connection with Ally's regulators (Entry Nos. 396, 500). The remaining entries were removed from Ally's privilege log and produced (Entry No. 14), or concern the Ally-ResCap shared services agreement (Entry No. 495), the Ally-ResCap settlement (Entry No. 496), and legal advice in connection with pending or threatened RMBS litigation (Entry Nos. 83, 534, 536). Entries 495 and 496 do not even assert common interest and none of the entries concern the RMBS Trust Settlement.⁶

4. *“Pre-petition communications between Mr. Devine and Carpenter Lipps regarding the RMBS Settlement and/or RMBS litigation in general, since AFI has represented that both Mr. Devine and Carpenter Lipps functioned as counsel to both the Debtors and AFI before the Petition Date.”*

The Committee inexplicably contends that Ally and Debtors should be forced to produce communications with their joint outside legal counsel, Carpenter Lipps & Leland, concerning RMBS litigation. The Committee does not explain the basis for such a demand, nor could it. As the Committee and the Court is well aware, Carpenter Lipps jointly represented ResCap and Ally. Mr. Jeffrey Lipps has in fact submitted a sworn declaration in the bankruptcy proceeding in which he stated:

[Carpenter Lipps & Leland] has in the past and currently represents Ally Financial, Inc. and certain of its affiliates which are not debtors in these cases (the “Ally Entities”). This representation has included representing certain of the Ally Entities when they are codefendants with the Debtors in litigation. Some of these representations are ongoing. In all of these matters, the interests of the Ally Entities and the Debtors are aligned.

(Docket #508 at ¶12(a)). Further, many of the documents cited by the Committee have nothing to do with the Debtors' proposed RMBS Trust Settlement and relate to other litigation pending

⁶ The Committee cites two entries that are purportedly listed on Ally's October 26, 2012 supplemental privilege log. However, the entries cited (Nos. 34 and 67) do not exist on Ally's supplemental privilege log.

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against ResCap and Ally (*e.g.*, Entry Nos. 449, 450, 454). The Committee does not and cannot explain how it is entitled to discovery into privileged communications arising from Carpenter Lipps & Leland's joint representation of ResCap and Ally, either in connection with the RMBS Trust Settlement Agreement or "RMBS litigation in general."

5. *"Other documents where the Debtors have asserted a common interest between themselves and AFI unless the Debtors can demonstrate 'that each communication was made in the course of the joint-defense effort and was designed to further that effort.'"*

Rather than undertake any meaningful effort to specify any alleged deficiency in Ally's privilege log, the Committee ends its letter to the Court with a broadside on the common interest privilege. Apparently citing every entry on Ally's privilege log in which common interest is asserted, the Committee contends—without legal or factual support—that each such document should be produced unless Ally "can demonstrate that each communication was made in the course of the joint-defense effort and was designed to further that effort." Ally has done so. Ally's privilege log descriptions comport with the requirements of Rule 26 of the Federal Rules of Civil Procedure, and Ally has provided the Committee with sufficient information to assess the claim of privilege. For example, numerous entries relate to pre-petition legal advice in connection with "PLS claims against the company," ResCap and Ally. (*See, e.g.*, Entry Nos. 1199-1204.) Legal advice in connection with pending or threatened legal claims against ResCap and Ally is a quintessential common interest communication. And, as discussed above, ResCap and Ally plainly had a common legal interest in resolving RMBS claims in general as well as the claims that underlie the proposed RMBS Trust Settlements.

Furthermore, as the Committee is well aware (after extensive discussions with counsel for Ally), the majority of documents logged on Ally's privilege log do not relate to the Debtors' proposed RMBS Trust Settlement, but instead concern other RMBS litigation or claims, such as pending litigation with MBIA, FGIC and FHFA. The Committee has failed to offer any bases to invade privileged communications, much less specify any deficiency in Ally's privilege logs. The Committee's indiscriminate attack on Ally's privilege log should be rejected.

In sum, the Committee has no basis to refuse to abide by the (amended) claw-back request. Nor has the Committee presented any basis to invade privileged communications. For the reasons stated herein, the Committee (and other Receiving Parties) should be ordered to comply with the Uniform Protective Order and the claw-back request. Further, the Committee's indiscriminate request for the production of privileged documents should be denied. To the extent, the Court wishes to consider the Committee's demand that Ally or ResCap produce

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privileged documents, Ally respectfully requests the Court enter an expedited briefing and hearing schedule and/or *in camera* review of the privileged documents at issue.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'P. Bryan', with a stylized flourish at the end.

Patrick M. Bryan

cc: Darryl P. Rains
Gary S. Lee
Phillip S. Kaufman
Jonathan Hoff
Howard Sidman

Exhibit A

KRAMER LEVIN NAFTALIS & FRANKEL LLP

PHILIP S. KAUFMAN
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PKAUFMAN@KRAMERLEVIN.COM

October 19, 2012

Via E-mail (dclark@mofo.com)

Daniel Clark, Esq.
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050

Re: *In re Residential Capital, LLC, et al.*, Case No. 12-12020 (Mj)

Dear Dan:

We are in receipt of your October 17, 2012 letter to Philip Bentley requesting that we destroy 367 specified documents supposedly protected from disclosure by a common interest privilege between the Debtors and Ally Financial, Inc. and “inadvertent[ly]” produced to us. We cannot accept your request.

In a September 12, 2012 e-mail to Mr. Bentley, Jamie Levitt expressly represented to us that the Debtors were not withholding any settlement negotiation documents on the basis of a common interest privilege and were instead producing all such requested documents “with the exception only of those protected by attorney/client privilege and work product.” At the October 10, 2012 conference with the Court, Darryl Rains reiterated that no common interest privilege was being asserted by the Debtors with respect to any settlement negotiation documents. There was accordingly nothing inadvertent about the production of the 367 documents covered by your request. On the contrary, the production of these documents was not only deliberate but made under an explicit waiver of any common interest privilege that might otherwise have been applicable to them.

Because the documents in question were not produced inadvertently or mistakenly, the clawback provisions in paragraph 22 of our Confidentiality Agreement with you

1177 AVENUE OF THE AMERICAS NEW YORK NY 10036-2714 PHONE 212.715.9100 FAX 212.715.8000

990 MARSH ROAD MENLO PARK CA 94025-1949 PHONE 650.752.1700 FAX 650.752.1800

47 AVENUE HOCHÉ 75008 PARIS FRANCE PHONE (33-1)

44 09 46 00 FAX (33-1)

44 09 46 01

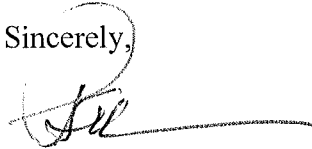
WWW.KRAMERLEVIN.COM

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simply do not apply. Should you wish to discuss this matter further, or if you believe the Court must be asked to resolve the issue, please let us know.

Sincerely,



Philip S. Kaufman

PSK/ams

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Exhibit B

*Privileged and Confidential
Joint Defense Privilege*

**JOINT DEFENSE, COMMON INTEREST,
AND INFORMATION SHARING AGREEMENT**

The following Joint Defense, Common Interest, and Information Sharing Agreement (the "Agreement") between Residential Capital LLC and certain of its direct and indirect subsidiaries that have filed petitions under Chapter 11 of the Bankruptcy Code (collectively "ResCap"), and Ally Financial Inc. and its affiliates, including its direct and indirect subsidiaries other than ResCap (collectively "Ally") and, together with ResCap, the "Parties") is executed this 5th day of June, 2012.

Recitals

WHEREAS, both ResCap and Ally have been named as defendants in various pending lawsuits (the "Actions");

WHEREAS, ResCap and Ally have been coordinating their defense of the Actions;

WHEREAS, ResCap and/or Ally are currently and may continue to be the subject of investigations by the Securities and Exchange Commission, the Department of Justice and the Special Inspector General for the Troubled Asset Relief Program, and other state and federal governmental agencies (collectively, the "Investigations");

WHEREAS, ResCap and Ally have been collaborating in responding to the Investigations;

WHEREAS, ResCap filed petitions under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the Southern District of New York on May 14, 2012 (the "Bankruptcy");

WHEREAS, both ResCap and Ally anticipate discovery and/or adversary proceedings may arise in the Bankruptcy which impact both of them;

WHEREAS, both ResCap and Ally have and anticipate continuing to work cooperatively with respect to legal issues related to ResCap's restructuring in bankruptcy (the "Restructuring");

WHEREAS, the Parties recognize that, in the event the Settlement Agreement between Ally and ResCap filed in the Bankruptcy Court is terminated or does not become effective, there may arise issues or claims for which the Parties are adverse, and nothing in this Agreement shall require the Parties to exchange Confidential Information or otherwise act in a joint capacity as to the investigation or prosecution of such issues or claims;

WHEREAS, the Parties have been previously operating under an oral joint defense, common interest and information sharing agreement with respect to common legal issues relating to the Actions, the Investigations, and the Bankruptcy and the Restructuring,;

WHEREAS, the the Actions, the Investigations and the Bankruptcy and the Restructuring may have significant legal and/or financial impact to Ally and its subsidiaries, including the its ability to loan money to ResCap related to its Chapter 11 filing;

WHEREAS, the Parties are considering several legal and strategic options regarding the defense of the Restructuring, the Bankruptcy, the Actions and the Investigations and implications of adverse judgments in those proceedings;

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WHEREAS, the Parties believe they have certain common legal interests in connection with the matters contemplated by the Recitals, including, without limitation, the Restructuring, the Bankruptcy, the Actions and the Investigations;

WHEREAS, the Parties believe it is in their mutual best interests to continue to cooperate with one another with respect to the matters in which they have common legal interests, including the potential development of joint legal strategies and defenses, to the extent permitted by law and good corporate practice;

WHEREAS, to that end, the Parties intend to share certain information otherwise protected by the attorney-client privilege, the joint defense privilege, the work product doctrine, and the common interest doctrine, and all other applicable privileges, protections or similar doctrines; and

WHEREAS, each Party specifically reserves the right to determine its own legal strategy and arguments, including legal strategies and arguments that might differ from and conflict with those of the other Party;

NOW, THEREFORE, in reliance on the above Recitals, in consideration of the mutual covenants and agreements contained herein and intending to be legally bound, the Parties do hereby confirm that this Agreement is entered into and adopted to apply from the date of this Agreement into the future, and that this Agreement incorporates all joint defense and common interest agreements, both oral and written, previously agreed to by and among the Parties with respect to communications between or among them to date concerning the Restructuring, the Actions, the Investigations and the Bankruptcy. The Parties further acknowledge that entering this Agreement shall be construed neither as an admission of any responsibility or liability by any Party nor as a waiver by any Party of any legal rights.

1. Confidential Information

(a) To further their common interests, the Parties and their counsel may exchange certain privileged and work product protected information, orally, electronically and in written form, which may contain confidential attorney-client communications, attorneys' mental impressions, or other materials developed for or at the request of counsel, and which may include, without limitation, presentations, factual analyses, financial analyses, legal analyses, mental impressions, memoranda, opinions, outlines, notes, reports, draft correspondence, research, draft briefs and pleadings, this Agreement and other documents and information (collectively, the "Confidential Information"). Confidential Information includes all information that any of the Parties or their counsel may have communicated prior to the signing of this Agreement, which Agreement is intended as a written embodiment of the Parties' prior agreements (oral and/or written). The Parties would not disclose to each other such Confidential Information but for their common interests and the undertakings in this Agreement. The Parties agree on behalf of themselves and their counsel that: (i) the disclosure of Confidential Information among the Parties and their counsel shall not waive any applicable privilege against disclosure to non-Parties; (ii) the Parties and their counsel shall maintain the confidentiality of any Confidential Information they receive from another Party; and (iii) the Parties intend to preserve all privileges against disclosure to non-Parties to the maximum extent permitted by law.

*Privileged and Confidential
Joint Defense Privilege*

(b) No Party or its counsel shall have the right to waive the confidentiality, attorney-client, work product, joint defense, common interest or any other privilege that might be applicable to any Confidential Information it has received from any other Party or its counsel pursuant to this Agreement. Each Party and its counsel retains the right to waive privileges as to its own Confidential Information prepared by or on behalf of itself, so long as such Confidential Information does not include Confidential Information of or regarding the other Party obtained pursuant to this Agreement. The written consent of each Party to this Agreement is required to waive any privilege with respect to Confidential Information jointly prepared by or on behalf of the Parties.

(c) A Party or its counsel receiving Confidential Information of the other Party in connection with this Agreement shall use such Confidential Information only to assert common and/or joint arguments or defenses to allegations, legal contentions and/or claims that are or may be explored or asserted in the Actions or for other purposes related to the Actions. Such Confidential Information shall not be used for any purpose not expressly stated in this Agreement.

(d) The Parties and their counsel agree that, without the prior written consent of the Party or its counsel who disclosed the information in the first instance, each Party and its counsel shall not disclose any Confidential Information of the Party, to anyone other than: (i) the Parties; (ii) counsel to each Party; (iii) employees and/or members of each Party that are working directly on the Actions; (iv) any restructuring and/or financial advisers retained by a Party, whose access to such Confidential Information is (A) reasonably necessary to assist counsel in counsel's representation of that Party, and/or (B) so integral to the Actions that the advisers will be acting as the functional equivalent of an employee of a Party, and/or (C) made in anticipation (and furtherance) of any Actions; (v) such members of the support staff of each Party's counsel whose access to such Confidential Information is reasonably necessary to such counsel's representation of the Party; or (vi) a Party's nontestifying expert consultants; *provided, however*, that such nontestifying expert consultants are bound by a written undertaking to maintain the confidentiality of the Confidential Information and not use the Confidential Information for any purpose not expressly contemplated by this Agreement, which written undertaking shall be secured by the counsel for the Party that has retained the expert consultant. The form of such undertaking is attached hereto as Exhibit A and incorporated herein by reference. Each Party is responsible for any breach of this Agreement by anyone to whom it discloses any Confidential Information of the other Party.

(e) Except as otherwise provided in section 1(f) below, nothing herein shall grant or be construed as granting access, or consent to grant access to, Confidential Information to any employee or representative (including counsel) of the Federal Housing Finance Agency, the United States Department of Justice, or any other department, division, agency, or instrumentality of the United States Government or any state or municipality or the District of Columbia.

(f) Each Party retains the right to determine in its discretion which information in its possession to disclose to the other Party. Nothing in this Agreement obligates or requires any of the Parties or their counsel to disclose to any other Party or its counsel any information that a Party or its counsel does not desire to disclose, nor does this Agreement preclude any Party from utilizing or disclosing its own Confidential Information as it determines to be appropriate. Nothing in this Agreement shall restrict Ally from disclosing Confidential Information to the

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Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Utah Department of Financial Institutions, or any other regulatory body that has supervisory or examination authority over Ally to the extent such disclosure is made in connection with the supervisory or examination activities of such regulatory body; *provided, however*, if at any time after the date of this Agreement, a party designates Confidential Information as "ResCap Confidential" or "Ally Confidential" (by conspicuously marking the Confidential Information as "ResCap Confidential" or "Ally Confidential" or otherwise informing the receiving party of the designation at the time the material is shared), then if the receiving party believes it is required to disclose any material designated as "ResCap Confidential" or "Ally Confidential" to such regulators, it shall (i) immediately inform the producing party and its counsel; and (ii) provide the producing party with copies of any subpoenas or other communications from the regulators requesting the Confidential Information so that the producing party may assert the attorney-client, work product, joint defense, common interest and/or other applicable privileges or take such other actions as it deems appropriate to protect the confidentiality of the Confidential Information.

(g) The Parties and their counsel recognize and agree that facts and other information that are not otherwise privileged from disclosure do not gain any privilege simply because such facts and other information may be shared in a common interest communication. Although such facts and information may not be privileged, however, the Parties and their counsel recognize and agree that the common interest and work product privileges do protect against disclosure, among other things, of: (i) the contents of particular common interest communications that have been made among the Parties to this Agreement and their counsel; and (ii) any part of memoranda or other work product containing or referring to such common interest communications.

(h) If any Party or its counsel is served with or otherwise subject to legal process (including subpoena) that requires any Party or its counsel to testify about, produce or otherwise divulge any Confidential Information it has received from another Party or its counsel, that Party or its counsel shall: (i) immediately inform the other Party and its counsel; (ii) provide the other Party and its counsel with copies of such subpoena or other legal process unless prohibited by law; (iii) assert the attorney-client, work product, joint defense, common interest and/or other applicable privileges and objections to protect such Confidential Information in response to such subpoena or other legal process; and (iv) make every other reasonable effort to prevent or limit any disclosure of the Confidential Information.

(i) Each Party is free to withdraw at any time, with or without reason, from this Agreement upon giving express written notification to the other Party, in which case this Agreement shall no longer be operative as to future communications between the withdrawing Party and the remaining Party, but this Agreement shall continue to protect all Confidential Information covered by this Agreement and disclosed to or by the withdrawing Party or its counsel prior to the receipt of the withdrawing Party's notification of withdrawal and all restrictions on confidentiality, use, and handling of Confidential Information remain intact after withdrawal.

(j) Upon request by a Party or its counsel, the other Party shall, and shall cause anyone to whom it has disclosed the requesting Party's Confidential Information to, promptly destroy all Confidential Information (in physical, electronic, or any other format) in possession of the returning Party, its employees, agents, and/or any other individual or entity to whom it

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may have provided Confidential Information (subject to Section 1(d) above), and provide written certification that such destruction has occurred, and will not retain any copies of the Confidential Information, except: (i) to the extent required by the returning party's legal record-keeping requirements or in connection with legal proceedings related to this Agreement, or (ii) to the extent the other party's Confidential Information is in electronic form automatically produced in the ordinary course of the returning party's business, which is impracticable to delete and made in accordance with a party's security and/or disaster recovery procedures.

(k) The Parties agree that any inadvertent or unintentional disclosure of Confidential Information supplied pursuant to this Agreement, regardless of whether such information was so designated at the time of disclosure, shall not be deemed a waiver in whole or in part of any confidentiality, privilege or immunity, either as to the specific information disclosed or as to any other information relating thereto, or to a related subject matter (and none of the Parties shall assert such a waiver argument). Upon discovery of such inadvertent error, the Parties shall cooperate to restore the confidentiality, privilege or immunity to that disclosed material, including, without limitation, the retrieval of any and all copies of the disclosed Confidential Information.

(l) No Confidential Information exchanged pursuant to this Agreement shall be used in any way against a Party to this Agreement, including, without limitation, at any trial, hearing, or proceeding, whether legal, administrative, or otherwise, unless such Confidential Information is otherwise legally obtained by due process of law outside this Agreement or independently originated with the Party seeking to use it without reference to any information provided by the other Party. Further, Confidential Information shall not be used for any purpose unrelated to the Actions or transactions leading up to or a part of the Actions.

(m) Nothing in this Agreement shall restrict any Party from using or disclosing (in any manner) Confidential Information that: (i) was or becomes available to the general public; *provided, however*, that such Confidential Information did not become publicly available in any way contrary to the terms of this Agreement; (ii) was or is obtained independently by the Party without any breach of an obligation of confidentiality; or (iii) independently originated with the Party seeking to use it without reference to Confidential Information provided in connection with this Agreement, in each case to the extent not restricted by other laws, regulations, rules, orders, or other legal requirements; *provided, however*, that any such uses shall not waive the privileges sought to be protected by this Agreement. Nothing in this Agreement restricts a Party from using, in connection with its arguments or defense, nonprivileged facts, documents and theories which are learned or derived from Confidential Information or other sources.

(n) The Parties agree that, except as otherwise provided in this Agreement, Confidential Information shall continue to be held confidential and subject to the attorney-client privilege, the work product doctrine, the joint defense privilege, the common interest doctrine and all other applicable privileges and protections, as well as the terms of this Agreement, even if an adversity of interest may subsequently be discerned, develop or arise between or among the Parties.

(o) The Parties shall take all appropriate measures to safeguard Confidential Information against disclosure (other than as permitted by this Agreement), loss, theft or misuse by any person.

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2. Other

(a) Nothing in this Agreement affects the separate and independent representation of each Party by its counsel. This Agreement does not limit each Party's ability to conduct its own independent analysis, defense or prosecution of any claim, including filing any appropriate proceedings, motions, conducting separate and independent discovery proceedings, entering into individual negotiations or settlements, or otherwise engaging in procedures for the benefit of that Party; *provided, however*, that the Party will comply at all times with the obligations set forth in this Agreement to maintain the privileged and confidential nature of any Confidential Information received pursuant to this Agreement.

(b) Nothing in this Agreement creates an attorney-client relationship between any attorney and anyone other than the client of that attorney and no attorney will be disqualified from examining or cross-examining any joint defense participant who testifies at any proceeding because of such attorney's access to Confidential Information under this Agreement, nor shall any Party seek to disqualify any attorney or law firm from representing a Party or its affiliates or any other client of such attorney or law firm in connection with any Actions, Investigations, the Bankruptcy, the Restructuring or other claims involving the Parties on the ground that such attorney or law firm has received Confidential Information or any other information pursuant to this Agreement or otherwise. Nothing in this Agreement creates any fiduciary, agency, or trust relationship between the Parties.

(c) Nothing in this Agreement shall be construed to require either the Ally or ResCap to disclose any privileged or work product documents or information which either, in its sole discretion, shall determine not to disclose.

(d) Nothing in this Agreement prevents or limits any efforts by any Party to seek or obtain non-Confidential Information through formal discovery from another Party as permitted under applicable law.

(e) Nothing in this Agreement is intended as, nor shall be construed as or deemed to be, an admission of liability by any Party.

(f) The Parties acknowledge that this Agreement memorializes the understandings between the Parties in relation to their mutual interests in the Actions, Investigations, the Bankruptcy or the Restructuring even prior to its execution.

(g) Each Party is providing its Confidential Information to the other Party on an as-is basis, with no representation or warranty of any kind as to its accuracy or completeness, and each Party will make its own independent assessment of the other Party's Confidential Information.

(h) Any modifications to this Agreement, including, without limitation, the addition of other Parties or counsel, must be made in writing and agreed to by each Party.

(i) This Agreement may be executed in one or more counterparts, each of which shall constitute an original document and all of which together constitute one and the same instrument.

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(j) Any notices required by this Agreement shall be in writing (including e-mail) and sent to the following:

If to Ally Financial Inc.:

William B. Solomon, Jr.
Group Vice President and General Counsel
200 Renaissance Center
Mail Code 482-B09-B11
Detroit, MI 48265

If to ResCap:

Tammy Hamzehpour
General Counsel
1177 Avenue of the Americas
New York, NY 10036

(k) To the extent parties or persons other than Ally and ResCap share the same common legal interests described herein, such additional persons may be joined in this Agreement by executing a copy of this Agreement and agreeing to be bound thereby; *provided, however*, the Parties consent, in writing, to the inclusion of additional parties to this Agreement.

(l) The Parties agree that any breach of the provisions contained herein by a Party may cause irreparable harm and, therefore, the Parties agree that injunctive relief is the appropriate means by which to enforce this Agreement.

(m) This Agreement is protected under its own terms and by the attorney-client privilege, the joint defense privilege, the common interest doctrine and the attorney work product doctrine.

(n) This Agreement represents the entire agreement of the Parties regarding its subject matter and all oral statements and understandings are merged herein.

(o) Any failure, delay, or forbearance by a Party from exercising its rights in connection with this Agreement shall not constitute a waiver of any breach of this Agreement or any rights or remedies.

(p) The Parties agree that this Agreement is enforceable and valid against them. This Agreement shall be governed by the laws of the State of New York. All Parties submit to the jurisdiction of the United States Bankruptcy Court for the Southern District of New York or, if the United States Bankruptcy Court for the Southern District of New York does not have jurisdiction, a state or federal court having jurisdiction over New York, New York

(q) To the extent any portion of this Agreement is deemed unenforceable, the remainder of the Agreement shall remain enforceable and in full effect.


(r) This Agreement may be executed by counsel for a Party. Each counsel signing this Agreement represents that he or she has been authorized by his or her client to execute this Agreement on behalf of the client.

IN WITNESS WHEREOF, the undersigned have executed this Joint Defense Agreement as of the date set forth above.

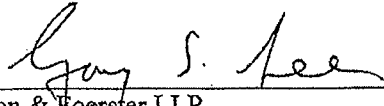
(Signature Pages Follow)

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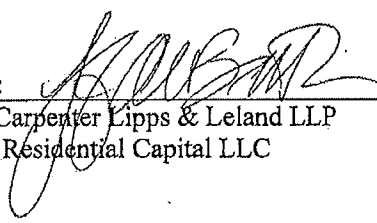
Dated: June 11, 2012

By: 
of Kirkland & Ellis LLP
for Ally Financial Inc.

Dated: June 8, 2012

By: 
of Morrison & Foerster LLP
for Residential Capital LLC

Dated: June , 2012

By: 
of Carpenter Lipps & Leland LLP
for Residential Capital LLC

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Exhibit A

**Undertaking To Be Bound By Joint Defense, Common
Interest And Information Sharing Agreement (the "Agreement")**

I, _____, have been retained on behalf of
_____, with respect to the Actions defined in the Agreement
between Ally Financial Inc. and Residential Capital LLC executed on [date], 2012. I have
reviewed the terms of the Agreement; I have been advised of the requirements contained therein
for, *inter alia*, sharing and maintaining Confidential Information (as that term is defined in the
Agreement); and I agree without reservation:

1. To abide by all of the Agreement's terms and requirements, including, without
limitation, that I will not use any Confidential Information for any purpose not permitted by the
Agreement and will not disclose or cause any Confidential Information to be disclosed to anyone
not expressly permitted by the Agreement to receive Confidential Information; and

2. The Agreement may be enforced against me as though I am an original party to it.

Dated: _____, 2012

By: _____

Print Name:

Entity:

Exhibit C

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In re: Residential Capital, LLC, et. al. (Case No. 12-12020 (MG))
Ally Financial Inc.'s Revised Privilege Log - Privilege Number Order

Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
1	5/11/2012	J. Brown	R. Sandler (DPW); J. Mackey; M. Brown		Communication with counsel requesting legal advice regarding RMBS Settlement.	Privileged - AC		
2	8/31/2011	T.Devine*	L. Rosten*		Email with attachments prepared by Ally Legal Staff regarding PLS Litigation.	Privileged - AC & WP		
3	10/13/2011	J. Brown	W. Solomon*; M. Carpenter		Email requesting legal advice from counsel regarding PLS Litigation and DOJ Investigation.	Privileged - AC		
4	10/14/2011				Presentation prepared by outside counsel and containing attorney-client communication regarding potential bankruptcy.	Privileged - AC & WP		
5	11/12/2011				Presentation prepared at the request of counsel by litigation consultant regarding potential bankruptcy.	Privileged - AC & WP		
6	3/8/2012				Privileged and Confidential Talking points prepared by counsel regarding PLS Litigation.	Privileged - WP, Bank Examination Privilege		
7	12/22/2011				Privileged and Confidential talking points prepared by counsel regarding PLS Litigation.	Privileged - AC & WP		
8	10/13/2011	M. Carpenter	W. Solomon*	J. Brown	Email containing advice of counsel regarding PLS litigation and DOJ Settlement.	Privileged - AC		
9	10/13/2011	W. Solomon*	M. Carpenter	J. Brown	Email containing advice of counsel regarding DOJ Settlement.	Privileged - AC		
10	10/11/2011	W. Solomon*	M. Carpenter	J. Brown; J. Mackey; C. Pinkston; B. Yastine	Email containing advice of counsel regarding DOJ Settlement.	Privileged - AC		
11	10/11/2011	M. Carpenter	W. Solomon*	J. Brown; J. Mackey; C. Pinkston; B. Yastine	Email requesting advice of counsel regarding DOJ Settlement.	Privileged - AC		
12	10/13/2011	J. Brown	W. Solomon*; M. Carpenter		Email congaing advice of counsel regarding DOJ Settlement.	Privileged - AC		
13	8/3/2011	B. Taylor	R. Blakely; J. Stack; J. Durrett; M. Magner; M. Clark		Email with attachments containing draft SEC filing prepared by Ally Legal Staff reflecting legal advice.	Privileged - WP		

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In re: Residential Capital, LLC, et. al. (Case No. 12-12020 (MG))
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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
17	1/27/2012	T. Devine*	T. Marano; M. Carpenter; B. Yastine; J. Brown	T. Hamzehpour^; W. Solomon*; T. Kushman	Email providing advice of counsel regarding RMBS Settlement.	Privileged - AC; Common interest		
18	2/22/2012	T. Devine*	B. Yastine; T. Marano; J. Mackey; D. DeBrunner; C. Weiss; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; S. Laboy; J. Busch; L. Murphy; M. Carpenter; D. Hagens; J. Grennan; J. Whitlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; J. Cancelliere; T. Kushman; B. Gunn; T. Hamzehpour^; T. Grzeskiewicz		Email with attachments containing advice of counsel and attaching presentation prepared by Ally Legal Staff regarding PLS Litigation.	Privileged - WP; Common Interest		
19	3/21/2012	T. Devine*	B. Yastine; T. Marano; J. Mackey; D. DeBrunner; C. Weiss; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; S. Laboy; J. Busch; L. Murphy; M. Carpenter; J. Grennan; J. Whitlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; J. Cancelliere; T. Kushman; B. Gunn; T. Hamzehpour^		Email with attachments containing advice of counsel and attaching presentation prepared by Ally Legal Staff regarding PLS Litigation.	Privileged - AC & WP; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
20	8/3/2011	C. Weiss	D. DeBrunner; J. Brown; M. Carpenter; A. Cummings; K. Hirtler-Garvey; J. Mackey; T. Marano; W. Muir; C. Pinkston; G. Proia; W. Solomon*; D. Soto; B. Yastine; J. Young; J. Belisle*; M. Brown; J. Cooney; C. Larson; B. Mashburn; C. McNamee; L. Mertz; J. Olecki; C. Quenneville; S.Richard; J. Stout; C. Winterfield; J. Whitlinger; H. Benton*; A. King; J. Belisle*; J. Cancelliere; B. Heitzmann; A. Norton*; C. Dondzilla; R. Walsh; R. Sandler (DPW); J. Weng (DPW); B. Frank; J. Adams	F. Green; K. Coffey; T. Dillard; A. Ellenburg; C. Falb; C. Ferrell; T. Frogge; A. Green; C. Hinson; T. Islam; S. Little; M. Mahlebashian; L. Murphy; C. Ortiz-Zorn; N. Poplin; X. Portillo; A. Rudzki; P. Santana; K. Skover; R. Smith; L. Stacey; B. Taylor; C. Walker; S. Wery; D. Klepchick; D. Chinoski	Email with attachment containing draft SEC disclosure prepared by Ally Legal Staff reflecting legal advice.	Privileged - AC & WP		
21	8/4/2011	J. Weng (DPW)	C. Weiss; J. Brown; J. Mackey; D. DeBrunner; J. Belisle*; T. Devine*; A. Norton*; R. Walsh; H. Benton*; C. Pinkston; L. Hall; C. Larson; B. Mashburn; C. Dondzilla; M. Mahlebashian; R. Sandler (DPW); K. Hirtler-Garvey	B. Heitzmann; A. King	Email with attachment providing legal advice of counsel (DPW) regarding SEC disclosure.	Privileged - AC		
22	8/4/2011	C. Weiss	J. Brown; J. Mackey; D. DeBrunner; J. Belisle*; T. Devine*; A. Norton*; R. Walsh; H. Benton*; C. Pinkston; L. Hall; C. Larson; B. Mashburn; C. Dondzilla; M. Mahlebashian; R. Sandler (DPW); J. Weng (DPW); K. Hirtler-Garvey	B. Heitzmann; A. King	Email with attachment containing draft SEC disclosure prepared by Ally in-house and outside counsel (DPW) reflecting legal advice.	Privileged - AC & WP		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
23	8/3/2011	C. Weiss	J. Brown; J. Mackey; D. DeBrunner; J. Belisle*; T. Devine*; A. Norton*; R. Walsh; H. Benton*; C. Pinkston; L. Hall; C. Larson; B. Mashburn; C. Dondzilla; M. Mahlebashian; B. Heitzmann		Email with attachment containing draft SEC disclosure prepared by Ally in-house counsel reflecting legal advice.	Privileged - AC		
24	8/4/2011	C. Weiss	J. Brown; J. Mackey; D. DeBrunner; J. Belisle*; T. Devine*; A. Norton*; R. Walsh; H. Benton*; C. Pinkston; L. Hall; C. Larson; B. Mashburn; C. Dondzilla; M. Mahlebashian; R. Sandler (DPW); J. Weng (DPW); K. Hirtler-Garvey	B. Heitzmann; A. King	Email with attachments containing draft SEC disclosure prepared by Ally in-house counsel reflecting legal advice.	Privileged - AC & WP		
26	12/12/2011	K. Skover	R. Gadigian; F. Hobbs; J. Durrett; J. Stack; K. Fennebresque; M. Clark; M. Magner; M. Carpenter; R. Blakely	A. Glassner; A. Bhama*; D. Schaeffer; L. Hall; H. Benton*; J. Brown; J. Mackey; L. Tessler; M. Pendo; C. Pinkston; R. Sandler; T. Massad; W. Solomon*; B. Yastine; C. Falzarano; C. Ortiz-Zorn; E. Hoogkamp; J. reilly; K. Porreca; R. Leckow; C. Pennifill; F. Green; K. Coffey; L. Murphy; M. Swarthout; V. Stokes; X. Portillo; A. Ellenburg; B. Taylor; D. Diccico; C. Quenneville; K. Skover	Legal analysis concerning Chapter 11 proceeding prepared by Kirkland & Ellis, Evercore Partners and Mayer Brown.	Privileged - AC & WP		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
29	5/11/2012	R. Sandler (DPW)	M. Brown; J. Belisle*; J. Mackey; D. DeBrunner; J. Brown; C. Weiss; G. Proia	M. Huebner (DPW)	Email from counsel containing legal advice regarding potential bankruptcy filing.	Privileged - AC		
31	5/14/2012	J. Mackey	T. Devine*		Email from counsel requesting legal advice regarding RMBS Settlement.	Privileged - AC & WP		
32	5/13/2012	J. Mackey	T. Devine*		Email from counsel requesting legal advice regarding RMBS Settlement.	Privileged - AC		
33	5/13/2012	J. Mackey	T. Devine*		Email from counsel requesting legal advice regarding RMBS Settlement.	Privileged - AC		
34	5/9/2012	J. Mackey	T. Kushman; M. Carpenter; J. Brown; J. Centurino; T. Devine*; L. Hall		Email from counsel requesting legal advice regarding RMBS Settlement.	Privileged - AC		
35	12/8/2011	L. Mertz	L. Mertz; J. Brown; S. Merritt; T. Kushman; T. Devine*; J. Cancelliere		Email with attachments concerning Federal Reserve Supervisory Assessment of Capital Adequacy.	Bank Examination Privilege		
36	11/17/2011	E. Kahan	E. Kahan; J. Mackey; J. Brown; F. Green; K. Coffey		Email with attachments containing presentation prepared by outside counsel (Kirkland & Ellis) containing legal advice regarding potential bankruptcy filing.	Privileged - AC & WP		
37	8/3/2011	C. Weiss	C. Weiss; J. Brown; R. Sandler (DPW); J. Weng (DPW); D. DeBrunner; J. Belisle*; C. Larson; B. Mashburn; A. Norton*; T. Devine*; R. Walsh	J. Mackey; C. Pinkston	Email with attachment containing legal advice and attaching presentation prepared by Ally Legal Staff concerning SEC disclosures.	Privileged - AC		
45	11/30/2011	H. Benton*	B. Yastine; J. Young; J. Andrews*		Email with attachment prepared by Kirkland & Ellis containing legal advice regarding FDIC issues.	Privileged - AC		
46	12/13/2011	H. Benton*	B. Yastine	J. Andrews*	Email with attachment prepared by Kirkland & Ellis containing legal advice of counsel regarding FDIC.	Privileged - AC & WP; Bank Examination Privilege		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
47	12/15/2011	H. Benton*	B. Yastine	J. Andrews*	Email with attachment prepared by Kirkland & Ellis containing legal advice of counsel regarding FDIC.	Privileged - AC & WP		
48	12/15/2011	H. Benton*	B. Yastine; J. Young	J. Andrews*	Email with attachment prepared by Kirkland & Ellis containing legal advice of counsel regarding FDIC.	Privileged - AC & WP		
49	12/16/2011	H. Benton*	B. Yastine; J. Young; P. Grushkin	J. Andrews*	Email with attachment prepared by Kirkland & Ellis containing legal advice of counsel regarding FDIC.	Privileged - AC & WP; Bank Examination Privilege		
50	12/16/2011	H. Benton*	B. Yastine; J. Young; P. Grushkin	J. Andrews*	Email with attachment prepared by Kirkland & Ellis containing legal advice of counsel regarding FDIC.	Privileged - AC & WP; Bank Examination Privilege		
53	2/1/2012	H. Benton*	B. Yastine	J. Andrews*	Email containing legal advice regarding FDIC issues.	Privileged - WP		
59	4/18/2012	T. Devine*	J. Cancelliere; H. Benton*; T. Kushman; R. Zachary	D. Soto; J. Andrews*	Email containing legal advice regarding federal regulatory issues.	Privileged - AC; Common Interest		
60	5/4/2012	J. Waller (MB)	J. Centurino; L. Hall; E. Raymond (MB); C. Hoyt (MB)		Email containing legal advice of counsel regarding AFI-ResCap Settlement	Privileged - AC		
61	5/4/2012	J. Waller (MB)	L. Hall; E. Raymond (MB); C. Hoyt (MB)	J. Centurino	Email containing legal advice of counsel regarding AFI-ResCap Settlement	Privileged - AC		
62	5/4/2012	J. Centurino	L. Hall; E. Raymond (MB); C. Hoyt (MB); J. Waller (MB)		Email with attachment containing information prepared at the request of counsel concerning price sensitivities relating to potential MSR sale.	Privileged - AC		
63	5/3/2012	J. Belisle*	L. Hall		Email with attached draft Form 8-K prepared by Ally Legal Staff.	Privileged - AC & WP		
64	5/1/2012	J. Strelcova (Evercore)	L. Tessler; L. Hall	D. Ying (Evercore)	Email with attachments prepared by counsel and litigation consultant regarding AFI-ResCap settlement.	Privileged - AC & WP		

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In re: Residential Capital, LLC, et. al. (Case No. 12-12020 (MG))
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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
65	4/25/2012	C. Scott	C. Hoyt (MB); E. Raymond (MB); L. Hall; J. Strelcova (Evercore)	M. Luchejko; J. Waller (MB); N. Flax (MB); D. Linley (MB); E. Kahan	Email containing legal advice of counsel regarding Fortress bid as part of AFI-ResCap Settlement.	Privileged - AC		
66	4/25/2012	C. Scott	E. Raymond (MB); L. Hall; C. Hoyt (MB); J. Strelcova (Evercore)	M. Luchejko; J. Waller (MB); N. Flax (MB); D. Linley (MB); E. Kahan	Email containing legal advice of counsel regarding Fortress bid as part of AFI-ResCap Settlement.	Privileged - AC		
67	4/24/2012	J. Strelcova (Evercore)	E. Raymond (MB)	L. Hall; M. Luchejko; J. Waller (MB); N. Flax (MB); C. Hoyt (MB)	Email containing legal advice of counsel regarding Fortress bid as part of AFI-ResCap Settlement.	Privileged - AC		
68	4/24/2012	J. Strelcova (Evercore)	E. Raymond (MB)	L. Hall; M. Luchejko	Email requesting legal advice of counsel regarding Fortress bid as part of AFI-ResCap Settlement.	Privileged - AC		
69	5/4/2012	L. Hall	E. Raymond (MB); C. Hoyt (MB); J. Waller (MB)	J. Centurino	Email reflecting legal advice of counsel regarding AFI-ResCap Settlement.	Privileged - AC		
70	4/24/2012	L. Hall	C. Hoyt (MB); E. Raymond (MB); J. Strelcova (Evercore)	M. Luchejko; J. Waller (MB); N. Flax (MB); D. Linley (MB); E. Kahan	Email reflecting legal advice of counsel regarding Ally bid for HFS.	Privileged - AC		
71	5/14/2012	E. Kahan	L. Hall; J. Belisle*		Email with attachment (marked Privileged & Confidential / Attorney-Client Privileged) reflecting legal advice of Ally Legal Staff regarding ResCap bankruptcy.	Privileged - AC & WP		
72	5/12/2012	J. Belisle*	G. Proia; T. Devine*; L. Hall; E. Kahan		Email containing legal advice of counsel regarding draft press release and settlement.	Privileged - AC & WP		
73	5/9/2012	T. Kushman	J. Mackey; M. Carpenter; J. Brown; J. Centurino; T. Devine*; L. Hall		Email seeking legal advice of counsel regarding Kathy Patrick settlement.	Privileged - AC & WP		
74	5/9/2012	J. Mackey	T. Kushman; M. Carpenter; J. Brown; J. Centurino; T. Devine*; L. Hall		Email seeking legal advice of counsel regarding Kathy Patrick settlement.	Privileged - AC & WP		
75	5/9/2012	T. Kushman	M. Carpenter; J. Mackey; J. Brown; J. Centurino; T. Devine*; L. Hall		Email seeking legal advice of counsel regarding Kathy Patrick settlement	Privileged - AC & WP		
76	5/8/2012	J. Belisle*	E. Kahan; L. Hall		Email with attachments containing draft Form 8-K prepared by Ally Legal Staff	Privileged - AC & WP		
77	5/7/2012	C. Hoyt (MB)	E. Raymond (MB); L. Hall; E. Kahan; H. Benton*; J. Young	C. Hoyt (MB)	Email containing legal advice of counsel regarding bank deal	Privileged - AC & WP		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
78	5/7/2012	E. Raymond (MB)	C. Hoyt (MB); L. Hall; E. Kahan; H. Benton*; J. Young		Email containing legal advice of counsel regarding bank deal	Privileged - AC & WP		
79	5/12/2012	L. Hall	J. Belisle*; G. Proia; T. Devine*; E. Kahan		Email containing legal advice of counsel regarding draft press release regarding ResCap restructuring.	Privileged - AC & WP		
80	5/14/2012	T. Devine*	M. Carpenter		Email from counsel containing legal advice regarding RMBS Settlement.	Privileged - AC		
81	5/12/2012	E. Raymond (MB)	M. Carpenter		Email from counsel containing legal advice regarding potential bankruptcy filing.	Privileged - AC		
82	5/9/2012	B. Yastine	M. Carpenter; D. Soto; J. Brown; W. Solomon*		Email requesting legal advice from counsel regarding RMBS Settlement.	Privileged - AC		
83	5/8/2012	J. Brown	M. Carpenter		Redacted email to counsel requesting legal advice regarding PLS settlements.	Privileged - AC; Redacted	ALLY_0158582	ALLY_0158583
84	4/29/2012	J. Strelcova (Evercore)	M. Carpenter		Email with attachments prepared by Kirkland & Ellis and Mayer Brown and litigation consultant (Evercore) regarding RMBS Settlement.	Privileged - AC & WP		
85	4/28/2012	T. Devine*	M. Carpenter	W. Solomon*	Email reflecting legal advice and analysis regarding FHFA and Freddie settlement.	Privileged - AC		
87	4/24/2012	D. Kalajian*	M. Carpenter		Email requesting legal advice regarding ResCap bankruptcy.	Privileged - AC		
88	4/24/2012	W. Solomon*	M. Carpenter	J. Duffy; D. Kalajian*	Email requesting legal advice regarding ResCap bankruptcy.	Privileged - AC		

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89	4/18/2012	T.Devine*	B. Yastine; T. Marano; J. Mackey; D. DeBrunner; C. Weiss; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; S. Laboy; J. Busch; L. Murphy; M. Carpenter; D. Hagens; J. Grennan; J. Whittlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; J. Cancelliere; T. Kushman; B. Gunn; T. Hamzehpour^; T. Dennis*		Email with attachments reflecting presentation prepared by Ally Legal Staff regarding joint PLS litigation.	Privileged - AC & WP; Common Interest		
90	4/8/2012	T. Devine*	M. Carpenter	W. Solomon*; C. Ortiz-Zorn	Email reflecting legal advice of counsel regarding potential settlement of RMBS claims.	Privileged - AC & WP		
91	4/6/2012	T. Devine*	M. Carpenter	W. Solomon*	Email reflecting legal advice of counsel regarding potential settlement of RMBS claims.	Privileged - AC & WP		
92	4/5/2012	T. Devine*	M. Carpenter		Email reflecting legal advice of counsel regarding potential settlement of RMBS claims.	Privileged - AC & WP		
93	4/5/2012	T. Devine*	M. Carpenter; W. Solomon*		Email reflecting legal advice of counsel regarding potential settlement of RMBS claims.	Privileged - AC & WP		
94	4/4/2012	T. Devine*	B. Yastine; T. Marano; J. Mackey; D. DeBrunner; C. Weiss; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; S. Laboy; J. Busch; L. Murphy; M. Carpenter; J. Grennan; J. Whittlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; J. Cancelliere; T. Kushman; B. Gunn; T. Hamzehpour^		Email reflecting legal advice of counsel regarding potential settlement of PLS litigation.	Privileged - AC & WP; Common Interest		

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95	3/23/2012	T. Devine*	M. Carpenter		Email reflecting legal advice of counsel regarding potential settlement of RMBS claims.	Privileged - AC		
96	2/8/2012	W. Solomon*	M. Carpenter		Email from counsel providing legal advice regarding AFI ResCap settlement and debtor-in-possession transaction.	Privileged - AC		
97	1/27/2012	T. Devine*	M. Carpenter		Email reflecting legal advice of counsel regarding potential settlement of RMBS claims.	Privileged - AC		
98	1/25/2012	T. Devine*	M. Carpenter		Email reflecting legal advice of counsel regarding potential settlement of RMBS claims and other PLS litigation.	Privileged - AC		
99	1/25/2012	T. Devine*	M. Carpenter		Email reflecting legal advice of counsel regarding potential settlement of RMBS claims and other PLS litigation.	Privileged - AC		
100	1/23/2012	T. Devine*	M. Carpenter; T. Marano	W. Solomon*; T. Hamzehpour^	Email reflecting legal advice of counsel concerning joint defense of PLS claims.	Privileged - AC & WP; Common Interest		
101	12/22/2011	T. Devine*	M. Carpenter; T. Marano; B. Yastine; J. Brown; T. Hamzehpour^; H. Benton*	W. Solomon*	Email with attachments providing presentation prepared by Ally Legal Staff regarding joint PLS litigation and potential settlement of RMBS claims.	Privileged - AC & WP; Common Interest		
102	12/20/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; D. DeBrunner; C. Weiss; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Laboy; J. Busch; L. Murphy; M. Carpenter; D. Hagens; J. Grennan; J. Whitlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; L. Hall; J. Cancelliere; C. Pinkston; T. Kushman; B. Gunn	T. Devine*	Email with attachments providing presentation prepared by Ally Legal Staff regarding joint PLS litigation and potential settlement of RMBS claims.	Privileged - AC & WP; Common Interest		

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103	12/20/2011	T. Devine*	M. Carpenter; B. Yastine; T. Marano; J. Brown; G. Proia	W. Solomon*; T. Hamzehpour^	Email containing legal advice of counsel regarding joint PLS litigation.	Privileged - AC & WP; Common Interest		
104	12/20/2011	K. Skover	R. Blakely; R. Gadigian; F. Hobbs; J. Stack; J. Durrett; K. Fennebresque; M. Magner; M. Clark; M. Carpenter	A. Bhama*; D. Schaeffer; J. Brown; J. Mackey; L. Tessler; M. Pendo; R. Sandler (DPW); R. Cohen; T. Massad; W. Solomon*; B. Yastine; C. Ortiz Zorn; C. Falzarano; E. Hoogkamp; J. Reilly; K. Porreca; R. Leckow; C. Pennifill; F. Green; K. Coffey; L. Gelbaum; L. Murphy; M. Swarthout; M. Bonds; V. Stokes; X. Portillo; A. Ellenburg; B. Taylor; D. Dicicco; C. Quenneville; K. Skover	Email forwarding draft board materials prepared by counsel reflecting legal advice concerning ResCap bankruptcy filing.	Privileged - AC & WP; Common Interest		
106	5/12/2012	M. Carpenter	E. Raymond (MB)		Email requesting advice of counsel regarding Plan Support Agreement.	Privileged - AC		
107	4/28/2012	M. Carpenter	T. Devine*		Email from counsel providing assessment of PLS litigation.	Privileged - AC		
108	4/24/2012	M. Carpenter	W. Solomon*	J. Duffy; D. Kalajian*	Email conveying advice of counsel regarding potential bankruptcy filing.	Privileged - AC		
109	4/7/2012	M. Carpenter	T. Devine*	W. Solomon*; C. Ortiz-Zorn	Email containing advice of counsel regarding potential bankruptcy filing.	Privileged - AC		
110	4/5/2012	M. Carpenter	T. Devine*		Email containing advice of counsel regarding PLS litigation and statute of limitation issues.	Privileged - AC		
111	4/5/2012	M. Carpenter	T. Devine*		Email containing advice of counsel regarding PLS litigation and statute of limitation issues.	Privileged - AC		
112	3/23/2012	M. Carpenter	T. Devine*		Email containing advice of counsel regarding potential settlement of RMBS claims and exposures.	Privileged - WP		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
113	3/23/2012	M. Carpenter	T. Devine*		Email containing advice of counsel regarding potential settlement of RMBS claims and exposures.	Privileged - AC		
114	1/27/2012	M. Carpenter	T. Devine*		Email requesting advice of counsel regarding joint settlement of claims of RMBS certificate holders.	Privileged - AC & WP; Common Interest		
115	1/25/2012	M. Carpenter	T. Devine*		Email requesting and containing advice of counsel regarding PLS Litigation.	Privileged - AC		
116	1/23/2012	M. Carpenter	T. Devine*		Email requesting and containing legal advice regarding PLS litigation.	Privileged - AC		
117	12/21/2011	M. Carpenter	J. Brown; L. Hall; J. Mackey; C. Pinkston; W. Solomon*; B. Yastine		Email requesting advice of counsel regarding potential bankruptcy filing.	Privileged - AC		
119	11/23/2011	M. Carpenter	W. Solomon*; T. Devine*; B. Yastine; T. Marano; J. Brown		E-mail containing legal advice of counsel regarding joint PLS litigation and potential settlement of RMBS claims.	Privileged - AC & WP; Common Interest		
120	11/8/2011	M. Carpenter	W. Solomon*		E-mail containing legal advice of counsel regarding PLS litigation and statute of limitations issues.	Privileged - AC & WP		
121	11/7/2011	M. Carpenter	W. Solomon*	T. Devine*	E-mail requesting legal advice of counsel regarding PLS litigation and statute of limitations issues.	Privileged - AC & WP		
122	10/19/2011	M. Carpenter	W. Solomon*		Email to counsel requesting legal advice regarding PLS litigation.	Privileged - AC		
124	10/11/2011	M. Carpenter	W. Solomon*	J. Brown; J. Mackey; C. Pinkston; B. Yastine	Email to counsel requesting and discussing legal advice regarding analyst presentation.	Privileged - AC		
125	9/30/2011	M. Carpenter	J. Brown; J. Mackey; C. Pinkston; W. Solomon*; B. Yastine		Email with attachment prepared by outside counsel (Sullivan & Cromwell) regarding ResCap and potential bankruptcy filing.	Privileged - AC & WP		
133	5/14/2012	K. Crost (Orrick)	D. Beck (CL)	A. Princi (MoFo); J. Levitt (MoFo); J. Ruckdaschel^; J. Lipps (CL); T. Devine*; G. Lee (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Trust Settlement.	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
134	5/14/2012	D. Beck (CL)	K. Crost (Orrick); A. Princi (MoFo); J. Levitt (MoFo); J. Ruckdaschel^; J. Lipps (CL); T. Devine*; G. Lee (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Trust Settlement.	Privileged - AC; Common Interest		
135	5/14/2012	K. Crost (Orrick)	A. Princi (MoFo)	J. Levitt (MoFo); J. Ruckdaschel^; J. Lipps (CL); T. Devine*; G. Lee (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest		
136	5/14/2012	R. Cieri (K&E)	T. Devine*	G. Lee (MoFo); A. Princi (MoFo); J. Levitt (MoFo); N. Ornstein (K&E); J. Lipps (CL); J. Ruckdaschel^	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest		
137	5/14/2012	A. Princi (MoFo)	K. Crost (Orrick); J. Levitt (MoFo); J. Ruckdaschel^; J. Lipps (CL)	T. Devine*; G. Lee (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest		
138	5/14/2012	K. Crost (Orrick)	J. Levitt (MoFo); J. Ruckdaschel^; J. Lipps (CL)	T. Devine*; G. Lee (MoFo); A. Princi (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest		
140	5/13/2012	J. Lipps (CL)	J. Levitt (MoFo)	J. Ruckdaschel^; K. Crost (Orrick); T. Devine*; G. Lee (MoFo); A. Princi (MoFo); D. Beck (CL); J. Lipps (CL); J. Battle (CL)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest		
143	12/9/2011	B. Taylor	D. Morais; D. Geer; B. Manning; W. Muir; S. Nelson; D. Sturn; F. Sutter; F. Winckler; B. Yastine; T. Devine*	J. Andrews	Presentation prepared by outside counsel regarding PLS litigation and potential bankruptcy filing.	Privileged - AC & WP	ALLY_PEO_0042309	ALLY_PEO_0042472
150	5/13/2012	J. Lipps (CL)	T. Devine*; J. Battle (CL)	M. Beekhuizen (CL)	Attorney-client communication regarding proposed settlement of RMBS claims.	Privileged - AC; Redacted	ALLY_0210633	ALLY_0210636
151	5/13/2012	N. Ornstein (K&E)	J. Levitt (MoFo); T. Devine*; J. Ruckdaschel^	G. Lee (MoFo); A. Princi (MoFo)	Common interest communication with counsel for debtors regarding joint negotiation of proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest		
152	5/13/2012	N. Ornstein (K&E)	T. Devine*; J. Levitt (MoFo); J. Ruckdaschel^	G. Lee (MoFo); A. Princi (MoFo)	Common interest communication with counsel for debtors regarding joint negotiation of proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest		
153	5/13/2012	N. Ornstein (K&E)	J. Levitt (MoFo); T. Devine*; J. Ruckdaschel^	G. Lee (MoFo); A. Princi (MoFo)	Common interest communication with counsel for debtors regarding joint negotiation of proposed RMBS Trust Settlement.	Privileged - AC & WP; Common Interest		

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154	5/13/2012	N. Ornstein (K&E)	R. Cieri (K&E)	A. Princi (MoFo); T. Devine*; G. Lee (MoFo); J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding joint negotiation of proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210637	ALLY_0210643
155	5/13/2012	J. Levitt (MoFo)	T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_0210644	ALLY_0210652
156	5/13/2012	N. Ornstein (K&E)	A. Princi (MoFo); R. Cieri (K&E); J. Levitt (MoFo)	G. Lee (MoFo); T. Devine*; J. Newton (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint negotiation of proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210653	ALLY_0210660
157	5/13/2012	M. Huebner (DPW)	T. Devine*		Common interest communication requesting legal advice regarding proposed RMBS Trust Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210661	ALLY_0210666
176	5/10/2012	R. Cieri (K&E)	T. Devine*; G. Lee (MoFo); J. Levitt (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_0210209	ALLY_0210220
177	5/10/2012	R. Cieri (K&E)	T. Devine*	G. Lee (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo); W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_0210221	ALLY_0210231
178	5/10/2012	R. Cieri (K&E)	T. Devine*; G. Lee (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210232	ALLY_0210240
184	5/8/2012	J. Cancelliere	G. Lee (MoFo); T. Devine*; R. Cieri (K&E)	J. Ruckdaschel^; R. Schrock (K&E); J. Levitt (MoFo); M. Renzi; W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210152	ALLY_0210155
185	5/8/2012	G. Lee (MoFo)	T. Devine*; R. Cieri (K&E)	J. Ruckdaschel^; J. Cancelliere; R. Schrock (K&E); J. Levitt (MoFo); M. Renzi; W. Solomon*; G. Lee (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042543	ALLY_PEO_0042547
187	5/8/2012	G. Lee (MoFo)	T. Devine*; R. Cieri (K&E); R. Schrock (K&E)		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210156	ALLY_0210161
188	5/8/2012	G. Lee (MoFo)	T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210162	ALLY_0210165
189	5/8/2012	J. Cancelliere	T. Devine*		E-mail requesting legal advice from counsel regarding proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210166	ALLY_0210167

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
190	5/8/2012	J. Cancelliere*	T. Devine*		E-mail requesting legal advice from counsel regarding proposed RMBS Trust Settlement/Plan Support Agreement.	Privileged - AC; Redacted	ALLY_PEO_0042550	ALLY_PEO_0042551
192	5/6/2012	T. Hamzehpour^	J. Levitt (MoFo); T. Devine*	G. Lee (MoFo)	Redacted common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0143785	ALLY_0143787
193	5/6/2012	T. Hamzehpour^	J. Levitt (MoFo); T. Devine*	G. Lee (MoFo)	Redacted common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest; Redacted	ALLY_0143785	ALLY_0143787
194	5/6/2012	J. Levitt (MoFo)	T. Devine*; T. Hamzehpour^	G. Lee (MoFo)	Redacted common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_0210106	ALLY_0210108
205	5/4/2012	J. Levitt (MoFo)	T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_0210036	ALLY_0210041
213	4/28/2012	R. Cieri (K&E)	T. Devine*; W. Solomon*; T. Hamzehpour^; G. Lee (MoFo); R. Schrock (K&E); J. Ruckdaschel^		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209946	ALLY_0209949
214	4/28/2012	G. Lee (MoFo)	T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209950	ALLY_0209953
216	4/26/2012	J. Cancelliere	J. Ruckdaschel^; T. Devine*; T. Kushman	T. Hamzehpour^; W. Thompson^; B. Smith	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest		
217	4/26/2012	J. Ruckdaschel^	J. Cancelliere; T. Devine*; T. Kushman	T. Hamzehpour^; W. Thompson^; B. Smith	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest		
218	4/23/2012	B. Smith	T. Devine*	J. Ruckdaschel^; P. Zellman*	Redacted common interest communication requesting advice of legal counsel regarding proposed Kathy Patrick settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0143580	ALLY_0143582

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219	4/19/2012	T. Hamzehpour^	G. Lee (MoFo); T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209869	ALLY_0209873
220	4/19/2012	G. Lee (MoFo)	T. Hamzehpour^; T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209874	ALLY_0209877
221	4/19/2012	T. Hamzehpour^	T. Devine*; G. Lee (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209878	ALLY_0209880
222	4/19/2012	G. Lee (MoFo)	T. Devine*; T. Hamzehpour^		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209881	ALLY_0209884
224	4/12/2012	R. Zachary	P. Zellman*; T. Devine*; J. Cancelliere; T. Kushman		Email with attachment containing settlement analysis prepared at the request of counsel regarding joint defense of PLS litigation.	Privileged - AC & WP; Common Interest		
225	4/5/2012	W. Solomon*	T. Devine*		Redacted email containing legal discussion amongst counsel regarding potential bankruptcy filing and PLS litigation.	Privileged - AC; Redacted	ALLY_0143526	ALLY_0143529
226	4/5/2012	W. Solomon*	T. Devine*		Redacted email containing legal discussion amongst counsel regarding potential bankruptcy filing and PLS litigation.	Privileged - AC; Redacted	ALLY_0143530	ALLY_0143532
227	4/5/2012	W. Solomon*	T. Devine*		Redacted email containing legal discussion amongst counsel regarding potential bankruptcy filing and PLS litigation.	Privileged - AC; Redacted	ALLY_0143533	ALLY_0143535
228	4/5/2012	W. Solomon*	T. Devine*		Redacted email containing legal discussion amongst counsel regarding potential bankruptcy filing and PLS litigation.	Privileged - AC; Redacted	ALLY_0143536	ALLY_0143537
229	3/27/2012	B. Smith (D&W)	T. Devine*		Redacted email containing legal discussion amongst counsel regarding potential bankruptcy filing and PLS litigation.	Privileged - AC; Redacted	ALLY_0143508	ALLY_0143509
230	3/27/2012	J. Cancelliere	J. Ruckdaschel^	T. Devine*	Common interest and attorney client communication with counsel for debtors regarding joint strategy for RMBS settlement.	Privileged - AC; Common Interest	ALLY_0209813	ALLY_0209817
231	3/27/2012	J. Ruckdaschel^	J. Cancelliere	T. Devine*	Common interest and attorney client communication with counsel for debtors regarding joint strategy for RMBS settlement.	Privileged - AC; Common Interest	ALLY_0209818	ALLY_0209821
232	3/27/2012	J. Cancelliere	J. Ruckdaschel^	T. Devine*	Common interest and attorney client communication with counsel for debtors regarding joint strategy for RMBS settlement.	Privileged - AC; Common Interest	ALLY_0209822	ALLY_0209824
234	3/26/2012	J. Ruckdaschel^	T. Hamzehpour^; T. Devine*; T. Marano; T. Kushman	W. Solomon*	Common interest and attorney client communication with counsel for debtors regarding joint strategy for RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209801	ALLY_0209804

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
235	3/26/2012	T. Hamzehpour^	T. Devine*; J. Ruckdaschel^; T. Marano; T. Kushman	W. Solomon*	Common interest and attorney client communication with counsel for debtors regarding joint strategy for RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209805	ALLY_0209808
238	3/15/2012	T. Devine*	T. Devine*; T. Hamzehpour^		Email from counsel containing and requesting legal advice regarding tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209722	ALLY_0209726
239	3/6/2012	T. Kushman	T. Devine*; J. Ruckdaschel^; T. Hamzehpour^; W. Thompson^; P. Zellman*		Email from counsel containing and requesting legal advice regarding tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209659	ALLY_0209662
240	3/6/2012	J. Belisle*	T. Devine*; W. Solomon*		Email from counsel containing and requesting legal advice regarding tolling agreement.	Privileged - AC & WP; Redacted	ALLY_0209663	ALLY_0209666
242	3/6/2012	T. Kushman	T. Devine*	J. Ruckdaschel^	Email from counsel requesting information in furtherance of rendering legal advice regarding tolling agreement.	Privileged - AC; Redacted	ALLY_0209670	ALLY_0209671
244	2/29/2012	B. Smith (D&W)	T. Devine*; D. Hagens*; P. Zellman*		Attorney-client communication regarding proposed tolling agreement.	Privileged - AC & WP; Redacted	ALLY_0209629	ALLY_0209634
245	2/29/2012	B. Smith (D&W)	T. Devine*; D. Hagens*; P. Zellman*		Attorney-client communication regarding proposed tolling agreement.	Privileged - AC & WP; Redacted	ALLY_0209635	ALLY_0209639
247	2/28/2012	D. Hagens	T. Devine*		Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209482	ALLY_0209486
248	2/28/2012	T. Hamzehpour^	T. Devine*; D. Hagens*; J. Ruckdaschel^	L. Rosten*	Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209487	ALLY_0209491
249	2/28/2012	D. Hagens*	T. Devine*; T. Hamzehpour^; J. Ruckdaschel^	L. Rosten*	Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209492	ALLY_0209495
250	2/28/2012	T. Devine*	T. Devine*; T. Hamzehpour^; D. Hagens*; J. Ruckdaschel^	L. Rosten*	Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209496	ALLY_0209499
251	2/24/2012	T. Kushman	T. Devine*	F. Ceballos	Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209469	ALLY_0209473
252	2/24/2012	T. Kushman	T. Devine*	F. Ceballos	Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209474	ALLY_0209477

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253	2/23/2012	J. Ruckdaschel^	T. Hamzehpour^; T. Devine*; D. Hagens*		Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209458	ALLY_0209461
254	2/23/2012	T. Hamzehpour^	T. Devine*; D. Hagens*; J. Ruckdaschel^; T. Kushman; J. Cancelliere		Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209462	ALLY_0209465
256	2/3/2012	T. Hamzehpour^	T. Devine*; L. Rosten*		Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209400	ALLY_0209403
257	2/3/2012	T. Hamzehpour^	T. Devine*		Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209404	ALLY_0209406
260	1/18/2012	T. Hamzehpour^	T. Devine*; J. Ruckdaschel^; D. Hagens*		Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209319	ALLY_0209323
262	12/19/2011	T. Hamzehpour^	T. Devine*		Attorney-client and common interest communication regarding joint strategy concerning proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209280	ALLY_0209284
273	5/13/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E)		Redacted common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest; Redacted	ALLY_0144313	ALLY_0144315
275	5/13/2012	T. Devine*	R. Cieri (K&E); N. Ornstein (K&E); J. Levitt (MoFo); G. Lee (MoFo); A. Princi (MoFo); J. Ruckdaschel^; J. Cancelliere		Redacted common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest; Redacted	ALLY_0144320	ALLY_0144321
280	5/13/2012	T. Devine*	J. Lipps (CL); J. Battle (CL)		Redacted attorney-client communication regarding proposed settlement of PLS litigation.	Privileged - AC; Common Interest; Redacted	ALLY_0144332	ALLY_0144334
283	5/13/2012	T. Devine*	J. Levitt (MoFo); N. Ornstein (K&E); J. Ruckdaschel^	G. Lee (MoFo); A. Princi (MoFo)	Attorney client and common interest communication with counsel for debtors regarding possible PLS litigation settlement and joint strategy for proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210682	ALLY_0210695
284	5/13/2012	T. Devine*	N. Ornstein (K&E); J. Levitt (MoFo); J. Ruckdaschel^	G. Lee (MoFo); A. Princi (MoFo)	Attorney client and common interest communication with counsel for debtors regarding possible PLS litigation settlement and joint strategy for proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210696	ALLY_0210707
285	5/13/2012	T. Devine*	A. Princi (MoFo); R. Cieri (K&E); J. Levitt (MoFo)	N. Ornstein (K&E); G. Lee (MoFo); J. Newton (MoFo); D. Clark (MoFo); J. Lipps (CL)	Attorney client and common interest communication with counsel for debtors regarding possible PLS litigation settlement and joint strategy for proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210708	ALLY_0210716

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
286	5/13/2012	T. Devine*	M. Huebner (DPW)		Attorney client and common interest communication with counsel for debtors regarding possible PLS litigation settlement and joint strategy for proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210717	ALLY_0210723
289	5/13/2012	T. Devine*	J. Levitt (MoFo); N. Ornstein (K&E); R. Cieri (K&E); M. Huebner (DPW); G. Lee (MoFo); R. Schrock (K&E); A. Princi (MoFo); K. Coco (DPW)		Attorney client and common interest communication with counsel for debtors regarding possible PLS litigation settlement and joint strategy for proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210734	ALLY_0210739
291	5/13/2012	T. Devine*	T. Hamzehpour^; G. Lee (MoFo); J. Lipps (CL)		Attorney client and common interest communication with counsel for debtors regarding possible PLS litigation settlement and joint strategy for proposed settlement of RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210743	ALLY_0210745
294	5/11/2012	T. Devine*	G. Lee (MoFo); J. Ruckdaschel^	J. Cancelliere	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210575	ALLY_0210584
295	5/11/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E)		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement and PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210585	ALLY_0210586
296	5/10/2012	T. Devine*	G. Lee (MoFo); J. Levitt (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210246	ALLY_0210256
297	5/10/2012	T. Devine*	G. Lee (MoFo); J. Levitt (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210257	ALLY_0210268
298	5/10/2012	T. Devine*	G. Lee (MoFo); J. Levitt (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210269	ALLY_0210279
299	5/10/2012	T. Devine*	R. Cieri (K&E); G. Lee (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210280	ALLY_0210289
300	5/10/2012	T. Devine*	T. Devine*; J. Levitt (MoFo); G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement and bankruptcy issues.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210290	ALLY_0210301

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301	5/10/2012	T. Devine*	J. Levitt (MoFo); G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement and bankruptcy issues.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210302	ALLY_0210312
302	5/10/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement and bankruptcy issues.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210313	ALLY_0210321
305	5/9/2012	T. Devine*	R. Cieri (K&E); R. Schrock (K&E); W. Solomon*		Attorney client communication regarding proposed RMBS settlement.	Privileged - AC; Common Interest		
310	5/8/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E)	J. Ruckdaschel^; J. Cancelliere; R. Schrock (K&E); J. Levitt (MoFo); M. Renzi; W. Solomon*	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210180	ALLY_0210185
311	5/8/2012	T. Devine*	T. Devine*; G. Lee (MoFo); R. Cieri (K&E)	J. Ruckdaschel^; J. Cancelliere; R. Schrock (K&E); J. Levitt (MoFo); M. Renzi; W. Solomon*	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042552	ALLY_PEO_0042555
312	5/8/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E); R. Schrock (K&E)		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210186	ALLY_0210191
314	5/8/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E); R. Schrock (K&E)		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210192	ALLY_0210196
315	5/8/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E)	J. Ruckdaschel^; J. Cancelliere; R. Schrock (K&E); J. Levitt (MoFo); M. Renzi; W. Solomon*	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042556	ALLY_PEO_0042559
321	5/4/2012	T. Devine*	G. Lee (MoFo)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210042	ALLY_0210046
327	5/2/2012	T. Devine*	W. Solomon*		Redacted email from counsel containing legal advice regarding RMBS Settlement.	Privileged - AC; Redacted	ALLY_0143631	ALLY_0143637
329	4/30/2012	T. Devine*	W. Solomon*		Email from counsel containing legal advice regarding RMBS Settlement.	Privileged - AC; Redacted	ALLY_0209976	ALLY_0209987
330	4/28/2012	T. Devine*	W. Solomon*		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209954	ALLY_0209958

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331	4/28/2012	T. Devine*	W. Solomon*; T. Hamzehpour^; G. Lee (MoFo); R. Cieri (K&E); R. Schrock (K&E); J. Ruckdaschel^		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209959	ALLY_0209962
332	4/28/2012	T. Devine*	W. Solomon*; T. Hamzehpour^; G. Lee (MoFo); R. Cieri (K&E); R. Schrock (K&E); J. Ruckdaschel^		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209963	ALLY_0209965
333	4/27/2012	T. Devine*	T. Hamzehpour^; B. Smith; J. Ruckdaschel^; P. Zellman*		Redacted email containing legal advice regarding potential tolling agreement.	Privileged - AC; Redacted	ALLY_0158313	ALLY_0158335
334	4/23/2012	T. Devine*	B. Smith	J. Ruckdaschel^; P. Zellman*	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209942	ALLY_0209945
335	4/20/2012	T. Devine*	T. Hamzehpour^	B. Smith; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209885	ALLY_0209894
336	4/20/2012	T. Devine*	T. Hamzehpour^	B. Smith; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209895	ALLY_0209903
337	4/17/2012	T. Devine*	B. Smith; T. Hamzehpour^; J. Ruckdaschel^; P. Zellman*		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0158187	ALLY_0158201
338	4/5/2012	T. Devine*	W. Solomon*		Email from counsel containing legal advice regarding RMBS settlement.	Privileged - AC; Redacted	ALLY_0209830	ALLY_0209836
339	4/5/2012	T. Devine*	W. Solomon*		Email from counsel containing legal advice regarding RMBS settlement.	Privileged - AC; Redacted	ALLY_0209837	ALLY_0209842
340	4/5/2012	T. Devine*	W. Solomon*		Email from counsel containing legal advice regarding RMBS settlement.	Privileged - AC; Redacted	ALLY_0209843	ALLY_0209847
341	4/5/2012	T. Devine*	W. Solomon*		Email from counsel containing legal advice regarding RMBS settlement.	Privileged - AC; Redacted	ALLY_0209848	ALLY_0209850

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
342	3/27/2012	T. Devine*	B. Smith (D&W)		Email from counsel containing legal advice regarding tolling agreement.	Privileged - AC; Redacted	ALLY_0209827	ALLY_0209829
345	3/23/2012	T. Devine*	W. Thompson^; J. Ruckdaschel^; P. Zellman*	T. Hamzehpour^	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0159890	ALLY_0159891
346	3/23/2012	T. Devine*	J. Ruckdaschel^; T. Hamzehpour^; P. Zellman*; P. Young	W. Thompson^	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0159895	ALLY_0159896
347	3/15/2012	T. Devine*	T. Devine*; T. Hamzehpour^		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209727	ALLY_0209731
348	3/14/2012	T. Devine*	T. Hamzehpour^		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209717	ALLY_0209721
349	3/9/2012	T. Devine*	J. Ruckdaschel^; T. Hamzehpour^; W. Thompson^; P. Zellman*; T. Kushman; J. Cancelliere		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209706	ALLY_0209709
350	3/7/2012	T. Devine*	T. Hamzehpour^; W. Thompson^; J. Ruckdaschel^; P. Zellman*; W. Solomon*		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted		
351	3/7/2012	T. Devine*	T. Kushman; J. Cancelliere; P. Zellman*; P. Young	D. Hagens*; B. Smith (D&W); L. Rosten*; T. Hamzehpour^; W. Thompson^; J. Ruckdaschel^	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042509	ALLY_PEO_0042514
352	3/7/2012	T. Devine*	B. Smith (D&W); L. Rosten*; T. Hamzehpour^	D. Hagens*; P. Zellman*; W. Thompson	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042515	ALLY_PEO_0042520
353	3/6/2012	T. Devine*	J. Belisle*; W. Solomon*		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209672	ALLY_0209675
354	3/6/2012	T. Devine*	T. Kushman; J. Ruckdaschel^; T. Hamzehpour^		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209676	ALLY_0209678
355	3/6/2012	T. Devine*	T. Kushman; J. Ruckdaschel^; T. Hamzehpour^; W. Thompson^; P. Zellman*		Email from counsel containing legal advice regarding defense of PLS litigation.	Privileged - AC; Common Interest	ALLY_0209679	ALLY_0209681

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
359	3/6/2012	T. Devine*	B. Smith (D&W); P. Zellman*		Attorney-client communication regarding proposed tolling agreement.	Privileged - AC; Redacted	ALLY_0209689	ALLY_0209691
360	3/6/2012	T. Devine*	B. Smith (D&W); D. Hagens*; L. Rosten*; T. Hamzehpour^		Attorney-client communication regarding proposed tolling agreement.	Privileged - AC; Redacted	ALLY_0209692	ALLY_0209694
361	2/29/2012	T. Devine*	B. Smith (D&W); D. Hagens; P. Zellman*		Attorney-client communication regarding proposed tolling agreement.	Privileged - AC; Redacted	ALLY_0209643	ALLY_0209649
362	2/29/2012	T. Devine*	B. Smith (D&W); D. Hagens; P. Zellman*		Attorney-client communication regarding proposed tolling agreement.	Privileged - AC; Redacted	ALLY_0209650	ALLY_0209655
364	2/28/2012	T. Devine*	T. Hamzehpour^; D. Hagens*; J. Ruckdaschel^	L. Rosten*	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209500	ALLY_0209504
365	2/28/2012	T. Devine*	T. Devine*; T. Hamzehpour^; D. Hagens*; J. Ruckdaschel^	L. Rosten*	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209505	ALLY_0209508
366	2/24/2012	T. Devine*	T. Kushman	F. Ceballos	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209478	ALLY_0209481
367	2/23/2012	T. Devine*	T. Hamzehpour^; D. Hagens*; J. Ruckdaschel^; T. Kushman; J. Cancelliere		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209466	ALLY_0209468
369	2/13/2012	T. Devine*	D. Hagens*; J. Ruckdaschel^; T. Hamzehpour^; T. Kushman		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0030421	ALLY_PEO_0030424
370	2/3/2012	T. Devine*	T. Hamzehpour^; L. Rosten*		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209407	ALLY_0209410

Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
371	2/3/2012	T. Devine*	T. Hamzehpour^; W. Solomon*	D. Hagens*; J. Ruckdaschel^; T. Hamzehpour^	Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209411	ALLY_0209413

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373	1/26/2012	T. Devine*	T. Hamzehpour^; D. Hagens*; J. Ruckdaschel^		Common interest and attorney client communication regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0159210	ALLY_0159211
375	12/21/2011	T. Devine*	J. Ruckdaschel^; T. Hamzehpour^	P. Young	Common interest and attorney client communication regarding joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209288	ALLY_0209292
376	12/20/2011	T. Devine*	J. Ruckdaschel^; T. Hamzehpour^		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest	ALLY_0158620	ALLY_0158622
378	12/20/2011	T. Devine*	W. Solomon*; D. Hagens*; T. Hamzehpour^; J. Ruckdaschel^		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest		
379	12/20/2011	T. Devine*	D. Hagens; T. Hamzehpour^; J. Ruckdaschel^; W. Solomon*		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0158636	ALLY_0158640

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383	12/19/2011	T. Devine*	T. Hamzehpour^		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted		
386	3/15/2012	T. Hamzehpour^	T. Devine*		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209732	ALLY_0209737
388	12/23/2011	T. Hamzehpour^	T. Devine*	J. Ruckdaschel^	Common interest and attorney client communication regarding joint strategy for resolving RMBS claims and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0158663	ALLY_0158664
389	12/20/2011	W. Solomon*	T. Devine*; D. Hagens*; T. Hamzehpour^; J. Ruckdaschel^		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest		
392	4/27/2012	C. Weiss	C. Quenneville; K. Skover	J. Mackey; D. DeBrunner; J. Harper; M. Sitlinger; T. Devine*; T. Kushman; J. Belisle*	Email with draft SEC disclosures and reserve estimates prepared at the request of counsel and seeking legal advice regarding PLS litigation.	Privileged - AC & WP		
394	12/17/2011	T. Devine*	T. Kushman; J. Cancelliere		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest		
395	3/7/2012	T. Devine*	T. Kushman; J. Cancelliere		Common interest and attorney client communication regarding joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest		

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396	12/29/2011	L. Mertz	T. Kushman	C. Senick; J. Cancelliere	Email with attachments prepared at the request of counsel regarding PLS Litigation and banking stress tests pursuant to supervision of the Federal Reserve.	Privileged - AC & WP; Bank Examination Privilege; Common Interest		

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397	10/28/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens; J. Grennan; D. Schaeffer; J. Whitlinger; R. Zachary; S. Abreu; J. Brown; T. Dillard; L. Hall; T. Kushman; J. Cancelliere; C. Pinkston		Common interest and attorney client communication regarding joint strategy for defending and assessing PLS claims.	Privileged - AC & WP; Common Interest		
398	11/21/2011	T. Devine*	T. Kushman; B. Gunn		Email between counsel with attachments regarding presentation prepared by Ally Legal Staff containing legal advice regarding PLS litigation.	Privileged - AC & WP		
399	11/22/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens; J. Grennan; J. Whitlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; L. Hall; J. Cancelliere; C. Pinkston; T. Kushman		Common interest and attorney client communication regarding joint strategy for defending and assessing PLS claims.	Privileged - AC & WP; Common Interest		

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400	12/7/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; H. Benton*; J. Ruckdaschel^; W. Solomon*; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens; J. Grennan; J. Whittlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; L. Hall; J. Cancelliere; C. Pinkston; T. Kushman; B. Gunn		Common interest and attorney client communication regarding joint strategy for defending and assessing PLS claims.	Privileged - AC & WP; Common Interest		
401	12/12/2011	T. Devine*	T. Kushman		Email between counsel with attachments regarding presentation prepared by Ally Legal Staff providing legal advice regarding PLS litigation.	Privileged - AC & WP		
402	1/27/2012	T. Devine*	T. Kushman; D. Hagens*; J. Cancelliere; J. Ruckdaschel^		Common interest and attorney client communication regarding joint strategy for settling RMBS claims.	Privileged - AC & WP; Common Interest		
403	2/13/2012	T. Devine*	D. Hagens; J. Ruckdaschel^; T. Hamzehpour^; T. Kushman		Common interest and attorney client communication regarding joint strategy for settling RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210947	ALLY_0210950
405	2/28/2012	J. Cancelliere	T. Devine*; D. Hagens*; T. Kushman; J. Ruckdaschel^; T. Hamzehpour^; P. Zellman*		Common interest and attorney client communication regarding joint strategy for settling RMBS claims.	Privileged - AC & WP; Common Interest		
406	4/12/2012	J. Cancelliere	P. Zellman*; R. Zachary; T. Devine*; T. Kushman		Common interest and attorney client communication regarding joint strategy for settling RMBS claims.	Privileged - AC & WP; Common Interest		

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407	4/12/2012	R. Zachary	T. Marano; P. Zellman*; T. Devine*; J. Cancelliere; T. Kushman		Common interest and attorney client communication with attachment (draft PLS settlement analysis) prepared at the request of counsel concerning PLS settlement analysis of pending litigation against ResCap and Ally.	Privileged - AC & WP; Common Interest		
408	4/16/2012	J. Cancelliere	T. Devine*	T. Kushman; J. Ruckdaschel*	Common interest and attorney client communication concerning joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest		
409	4/16/2012	J. Cancelliere	T. Devine*	T. Kushman; J. Ruckdaschel^	Common interest and attorney client communication concerning joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest		
410	4/19/2012	J. Cancelliere	T. Devine*; T. Kushman		Common interest and attorney client communication concerning joint strategy for resolving RMBS claims and analysis prepared at the request of counsel concerning defect rates.	Privileged - AC & WP; Common Interest		
411	4/25/2012	T. Devine*	T. Kushman	J. Cancelliere	Common interest and attorney client communication concerning joint strategy for resolving RMBS claims and tolling agreement.	Privileged - AC & WP; Common Interest		
413	3/7/2012	T. Devine*	G. Proia; M. Brown; H. Benton*	T. Hamzehpour^; J. Ruckdaschel^; W. Thompson^; P. Zellman*; T. Kushman; J. Cancelliere	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
414	3/14/2012	J. Cancelliere	T. Devine*; G. Proia; T. Hamzehpour^; M. Brown; T. Marano; T. Kushman; J. Mongelluzzo	W. Thompson^; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		

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415	3/14/2012	G. Proia	T. Devine*; J. Cancelliere; T. Hamzehpour^; M. Brown; T. Marano; T. Kushman; J. Mongelluzzo	W. Thompson^; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
416	3/14/2012	T. Devine*	J. Cancelliere; G. Proia; T. Hamzehpour^; M. Brown; T. Marano; T. Kushman; J. Mongelluzzo	W. Thompson^; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
417	3/14/2012	J. Cancelliere	T. Devine*; G. Proia; T. Hamzehpour^; M. Brown; T. Marano; T. Kushman; J. Mongelluzzo	W. Thompson^; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
418	3/14/2012	T. Devine*	G. Proia; T. Hamzehpour^; M. Brown; T. Marano; T. Kushman; J. Cancelliere; J. Mongelluzzo	W. Thompson^; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
419	12/22/2011	T. Devine*	T. Kushman; J. Cancelliere	J. Ruckdaschel^; D. Hagens*	Common interest and attorney client communication concerning joint strategy for resolving RMBS claims and tolling agreement.	Privileged - AC & WP; Common Interest		
425	8/31/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; E. Buttacavoli; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens; J. Grennan; J. Whitlinger; S. Abreu	D. Schaeffer; R. Zachary	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
426	8/30/2011	A. Norton*	T. Devine*; T. Marano; W. Solomon*; H. Benton*; B. Yastine		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		

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427	8/30/2011	T. Devine*	T. Marano; A. Norton*; W. Solomon*; H. Benton*; B. Yastine		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
428	8/30/2011	H. Benton*	A. Norton*; T. Devine*; T. Marano; W. Solomon*; B. Yastine		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
429	8/18/2011	T. Devine*	M. Carpenter; T. Marano; B. Yastine; J. Mackey; S. Abreu; K. Hirtler-Garvey; G. Proia	W. Solomon*; A. Norton*; H. Benton*; J. Ruckdaschel^; D. Hagens*; T. Hamzehpour^	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
430	8/16/2011	T. Devine*	L. Rosten*; B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; D. Hagens; J. Grennan; J. Whitlinger; S. Abreu; T. Dillard; D. Schaeffer	D. Schaeffer; R. Zachary	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
431	8/5/2011	T. Devine*	A. Norton*; T. Marano; B. Yastine; W. Solomon*	H. Benton*	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
432	8/4/2011	T. Devine*	T. Marano; B. Yastine; W. Solomon*	A. Norton*; H. Benton*	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
433	8/4/2011	A. Norton*	T. Devine*; T. Marano; B. Yastine; W. Solomon*	H. Benton*	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
434	8/4/2011	T. Devine*	B. Yastine; T. Marano; W. Solomon*	A. Norton*; H. Benton*	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
435	8/4/2011	T. Marano	T. Devine*; B. Yastine; W. Solomon*	A. Norton*; H. Benton*	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
436	8/4/2011	T. Devine*	T. Marano; B. Yastine; W. Solomon*	A. Norton*; H. Benton*	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		

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437	8/3/2011	T. Devine*	T. Devine*; L. Rosten*; B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens; J. Grennan; M. Rucker	D. Schaeffer	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
438	8/1/2011	T. Devine*	L. Rosten*; B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; T. Devine*; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens; J. Grennan; M. Rucker	D. Schaeffer	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
440	10/19/2011	M. Carpenter	W. Solomon*; B. Yastine; T. Marano; T. Hamzehpour^; J. Brown; J. Mackey; C. Pinkston		Common interest and attorney client communication concerning joint strategy for resolving RMBS claims.	Privileged - AC & WP; Common Interest		

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443	10/11/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens*; J. Grennan; J. Whitlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard; L. Hall; J. Cancelliere		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
444	9/30/2011	M. Carpenter	J. Brown; J. Mackey; C. Pinkston; W. Solomon*; B. Yastine		Email with attachments prepared by outside counsel (Sullivan & Cromwell) reflecting legal advice and requesting advice of in-house counsel regarding ResCap potential bankruptcy.	Privileged - AC & WP		
445	9/28/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens*; J. Grennan; D. Schaeffer; J. Whitlinger; R. Zachary; S. Abreu; J. Brown; T. Dillard; L. Hall		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		

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449	9/15/2011	T. Devine*	W. Solomon*; L. Murphy; B. Yastine; M. Carpenter; T. Marano; X. Portillo; T. Dillard; C. Ortiz-Zorn; J. Brown; D. Schaeffer; J. Mackey; K. Hirtler-Garvey; A. Norton*; D. Hagens*; J. Ruckdaschel^; J. Battle (CL); J. Lipps (CL); D. Dunne; C. Pinkston; L. Hall; R. Spehr (MB); M. Ware (MB); B. Levin; J. Belisle*		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
450	9/15/2011	D. Hagens*	L. Rosten*; T. Devine*; W. Solomon*; L. Murphy; B. Yastine; M. Carpenter; T. Marano; X. Portillo; T. Dillard; C. Ortiz-Zorn; J. Brown; D. Schaeffer; J. Mackey; K. Hirtler-Garvey; A. Norton*; J. Ruckdaschel^; J. Battle (CL); J. Lipps (CL); D. Dunne; C. Pinkston; L. Hall		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
451	9/14/2011	T. Devine*	B. Yastine; T. Marano; J. Mackey; K. Hirtler-Garvey; D. DeBrunner; C. Weiss; A. Norton*; H. Benton*; J. Ruckdaschel^; W. Solomon*; M. Carpenter; C. Ortiz-Zorn; J. Young; J. Belisle*; X. Portillo; K. Coffey; P. Santana; J. Lauko; S. Collins; S. Laboy; J. Busch; L. Murphy; C. Ortiz-Zorn; M. Carpenter; D. Hagens*; J. Grennan; J. Whitlinger; D. Schaeffer; R. Zachary; S. Abreu; J. Brown; T. Dillard		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
452	9/14/2011	T. Devine*	T. Marano; J. Mackey; L. Hall; J. Belisle*; D. Hagens*		Email containing legal advice of counsel regarding joint PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0212884	ALLY_0212894

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
454	9/7/2011	T. Devine*	W. Solomon*; L. Murphy; B. Yastine; M. Carpenter; T. Marano; X. Portillo; T. Dillard; C. Ortiz-Zorn; J. Brown; D. Schaeffer; J. Mackey; K. Hirtler-Garvey; A. Norton*; D. Hagens*; J. Ruckdaschel^; J. Battle (CL); J. Lipps (CL); M. Ware (MB)		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
455	9/2/2011	A. Norton*	G. Proia; B. Yastine; M. Carpenter; T. Devine*; W. Solomon*; M. Brown; J. Brown; J. Mackey; C. Pinkston; L. Hall; J. Belisle*; K. Hirtler-Garvey; H. Benton*; A. Burgun; T. Marano; S. Abreu; J. Pensabene; T. Hamzehpour^; P. Hobbib; A. Bowen; D. DeBrunner; R. Drucker (DPW); R. Sandler (DPW)		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
456	9/2/2011	G. Proia	G. Proia; B. Yastine; M. Carpenter; T. Devine*; W. Solomon*; M. Brown; J. Brown; J. Mackey; C. Pinkston; L. Hall; J. Belisle*; K. Hirtler-Garvey; A. Norton*; H. Benton*; A. Burgun; T. Marano; S. Abreu; J. Pensabene; T. Hamzehpour^; P. Hobbib; A. Bowen; D. DeBrunner; R. Drucker (DPW); R. Sandler (DPW)		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
457	9/1/2011	J. Brown	B. Yastine	M. Carpenter; W. Solomon*	Email with attachments (prepared by Kirkland & Ellis) requesting and containing legal advice regarding potential bankruptcy filing.	Privileged - AC & WP		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
458	8/4/2011	B. Yastine	H. Benton*; J. Andrews*		Attorney client communication and analysis of counsel concerning PLS litigation.	Privileged - AC & WP		
460	11/23/2011	M. Carpenter	W. Solomon*; T. Devine*; B. Yastine; T. Marano; J. Brown		Email containing and requesting legal advice regarding PLS litigation.	Privileged - AC & WP		
461	11/23/2011	W. Solomon*	T. Devine*; M. Carpenter; B. Yastine; T. Marano; J. Brown		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
462	11/23/2011	T. Devine*	M. Carpenter; B. Yastine; T. Marano; J. Brown	W. Solomon*	Email with attachment prepared by Ally Legal Staff containing legal advice of counsel regarding PLS litigation.	Privileged - AC & WP		
467	11/16/2011	H. Benton*	B. Yastine		Email with attachment (prepared by Kirkland & Ellis) containing legal advice of counsel regarding PLS and R/W litigation.	Privileged - AC & WP		
470	12/20/2011	H. Benton*	B. Yastine		Email with attachment (prepared by Kirkland & Ellis) containing legal advice of counsel regarding potential ResCap bankruptcy.	Privileged - AC & WP		
471	12/19/2011	H. Benton*	B. Yastine		Email with attachment (prepared by Kirkland & Ellis) containing legal advice of counsel regarding potential ResCap bankruptcy.	Privileged - AC & WP		
472	12/16/2011	X. Portillo	J. Vaca; H. Benton*; D. Shevsky; A. Appleby	B. Yastine; X. Portillo	Email with attachment (prepared by Ally Bank Legal Staff) reflecting legal advice concerning Ally Bank contingency plan pursuant to FDIC supervision of Ally Bank.	Privileged - AC & WP; Bank Examination Privilege		
473	12/7/2011	J. Young	A. Appleby; C. Lauchlan; D. Shevsky; P. Murray; H. Benton*; J. Andrews*	A. Lockhart; C. Evans; B. Taylor	Email with attachment soliciting legal advice regarding Ally Bank ResCap Contingency Plan.	Privileged - AC & WP; Bank Examination Privilege		
474	12/6/2011	C. Hoyt (MB)	B. Yastine	L. Shansky (MB)	Email with attachment (prepared by Mayer Brown) circulating attorney draft of letter agreement related to preservation of Ally Bank sales of mortgage loans to ResCap.	Privileged - AC		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
475	12/5/2011	H. Benton*	J. Vaca	B. Yastine; X. Portillo	Email between counsel with attachments (prepared by Kirkland & Ellis, Mayer Brown, and Evercore Partners) reflecting legal advice concerning potential ResCap bankruptcy.	Privileged - AC & WP		
476	12/5/2011	H. Benton*	J. Vaca	B. Yastine; X. Portillo	Email with attachments (prepared by Ally Bank Legal Staff and Kirkland & Ellis) containing legal advice of counsel regarding potential ResCap bankruptcy and mortgage strategic alternatives review.	Privileged - AC & WP; Bank Examination Privilege		
477	12/5/2011	C. Quenneville	H. Benton*; A. Bhama*	B. Yastine	Email with attachments (prepared by Ally Bank Legal Staff and Kirkland & Ellis, Mayer Brown, and Evercore Partners) containing legal advice of counsel regarding potential ResCap bankruptcy.	Privileged - AC		
478	12/5/2011	A. Bhama*	H. Benton*; B. Yastine; X. Portillo; T. Socia		Email between counsel regarding presentation prepared by outside counsel regarding potential ResCap bankruptcy.	Privileged - AC & WP		

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479	12/5/2011	J. Cooney	H. Benton*		Email with attachment (prepared by Ally Bank Legal Staff and Kirkland & Ellis) relaying information for the purpose of providing legal advice regarding ResCap bankruptcy.	Privileged - AC		
480	12/3/2011	H. Benton*	J. Young; B. Yastine; A. Glassner		Email containing legal advice of counsel regarding AFI-ResCap settlement.	Privileged - AC & WP		
481	12/3/2011	A. Glassner	J. Young; B. Yastine; H. Benton*		Email containing legal advice of counsel regarding AFI-ResCap settlement.	Privileged - AC		
482	12/3/2011	J. Young	B. Yastine; A. Glassner; H. Benton*		Email with draft agreement (prepared by Mayer Brown) containing legal advice of counsel regarding preservation of sales of mortgage loans to ResCap.	Privileged - AC		
483	12/3/2011	H. Benton*	A. Glassner; J. Young	B. Yastine	Email with draft agreements (prepared by Mayer Brown) containing legal advice of counsel regarding preservation of sales of mortgage loans to ResCap.	Privileged - AC		
487	12/1/2011	H. Benton*	B. Yastine		Email with attachments (prepared by Kirkland & Ellis) containing advice of legal counsel regarding AFI board materials.	Privileged - AC		
488	3/2/2012	S. Laboy	W. Solomon*; B. Yastine; J. Andrews*		Email between counsel with attachment (prepared by Kirkland & Ellis) regarding presentation regarding FDIC prepared by legal counsel.	Privileged - WP & AC		
489	2/29/2012	H. Benton*	J. Young; D. Shevsky; W. Solomon*	B. Yastine	Email with attachments (prepared by Kirkland & Ellis) containing legal advice of counsel regarding ResCap bankruptcy and FDIC presentation.	Privileged - AC & WP		
490	2/26/2012	H. Benton*	J. Young; B. Yastine		Email seeking advice of legal counsel regarding pipeline and TRS novations.	Privileged - AC		
491	2/26/2012	J. Young	H. Benton*; B. Yastine		Email seeking advice of legal counsel regarding pipeline and TRS novations.	Privileged - AC		

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492	2/21/2012	P. Grushkin	B. Yastine; H. Benton*	J. Young; D. Shevsky; J. Andrews*	Email containing advice of legal counsel regarding FDIC presentation.	Privileged - AC		
493	2/21/2012	H. Benton*	B. Yastine	J. Young; D. Shevsky; J. Andrews*	Email containing advice of legal counsel regarding FDIC presentation.	Privileged - AC		
494	2/21/2012	H. Benton*	B. Yastine	J. Young; D. Shevsky; J. Andrews*	Email containing advice of legal counsel regarding FDIC presentation.	Privileged - AC		
495	3/15/2012	M. Scheip	J. Young; B. Yastine; J. Mackey	H. Benton*; T. Lynch	Email seeking advice of legal counsel regarding AFI-ResCap shared services agreement.	Privileged - AC		
496	3/15/2012	J. Young	B. Yastine; M. Scheip; J. Mackey	H. Benton*	Email seeking advice of legal counsel regarding AFI-ResCap settlement.	Privileged - AC		
497	11/23/2011	B. Yastine	M. Carpenter; W. Solomon*; T. Devine*; T. Marano; J. Brown		Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
498	11/22/2011	B. Yastine	J. Andrews*	H. Benton*	Email requesting legal advice regarding potential ResCap bankruptcy with attachment prepared by FDIC pursuant to regulatory supervision authority.	Privileged - AC; Bank Examination		
499	11/22/2011	B. Yastine	J. Andrews*	A. Glassner; J. Young; H. Benton*	Email with attachment containing draft response to FDIC questions prepared by legal counsel (prepared by Ally Bank Legal Staff and Kirkland & Ellis).	Privileged - AC & WP		
500	12/9/2011	B. Yastine	M. Carpenter	H. Benton*	Email with attachment containing draft response to FDIC questions prepared by legal counsel (prepared by Ally Legal Staff and Kirkland & Ellis).	Privileged - AC		
501	12/3/2011	B. Yastine	A. Glassner; J. Young; H. Benton*		Email seeking advice of legal counsel regarding AFI-ResCap settlement agreement.	Privileged - AC		
502	12/2/2011	B. Yastine	H. Benton*		Email with attachments (prepared by Mayer Brown) seeking advice of legal counsel regarding draft letter agreement re sale of loans.	Privileged - AC		
503	12/1/2011	B. Yastine	H. Benton*; A. Glassner	D. Shevsky; J. Andrews*	Email seeking advice of legal counsel regarding sale of loans.	Privileged - AC		
504	12/19/2011				Draft response to FDIC prepared by counsel containing legal advice.	Privileged - AC & WP; Bank Examination Privilege		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
505	11/21/2011				Document regarding potential bankruptcy prepared by outside counsel and litigation consultant at the request of legal counsel.	Privileged - AC & WP		
506	11/21/2011				Document regarding potential bankruptcy prepared by outside counsel and litigation consultant at the request of legal counsel.	Privileged - AC & WP		
507	9/8/2011				Draft letter to FDIC prepared by legal counsel.	Privileged - WP		
508	9/9/2011				Draft letter to FDIC prepared by legal counsel.	Privileged - WP		
509	3/2/2012				Presentation prepared by outside counsel containing legal analysis regarding potential bankruptcy filing.	Privileged - WP		
510	5/14/2012	W. Solomon*	B. Yastine		Email containing legal advice regarding DIP financing.	Privileged - AC		
511	5/14/2012	M. Carpenter	D. Soto	B. Yastine; G. Proia; W. Solomon*	Email containing legal advice regarding DIP financing.	Privileged - AC & WP		
512	5/9/2012	B. Yastine	M. Carpenter; D. Soto; J. Brown; W. Solomon*		Email requesting legal advice regarding RMBS Settlement.	Privileged - AC		
513	5/9/2012	B. Yastine	D. Soto; M. Carpenter; W. Solomon*; J. Brown	C. Ortiz-Zorn; X. Portillo; L. Murphy; K. Elliott; F. Green	Email requesting and containing legal advice regarding RMBS Settlement.	Privileged - AC		
515	3/15/2012	B. Yastine	H. Benton*; J. Andrews*	D. Shevsky	Email requesting and containing legal advice regarding Shared Services Master Agreement.	Privileged - AC		
516	9/2/2011	T. Devine*	A. Burgun; G. Proia; J. Belisle*; A. Norton*; H. Benton*; M. Brown; A. Bowen; J. Mackey	J. Olecki	Email containing advice of counsel regarding PLS litigation.	Privileged - AC & WP		
517	9/13/2011	M. Brown	T. Devine*; J. Belisle*	L. Hall; J. Mackey; G. Proia	Email requesting advice of counsel regarding PLS litigation.	Privileged - AC		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
519	11/3/2011	K. Skover	P. West; T. Smith	S. Abreu; T. Marano; J. Whitlinger; C. Dondzilla; C. Larson; A. Cummings; D. Lerner; J. Levy; J. Mackey; J. Moldovan; B. Stevenson; T. Hamzehpour^; T. Robinson; D. Tucci; W. Solomon*; C. Applebaum; C. Falb; K. Coffey; T. Dillard; C. Ferrell; D. Klepchick; L. Murphy; J. Shank; T. Grzeskiewicz; A. Ellenburg; B. Taylor; D. Diccico; C. Quenneville; K. Skover; D. DeBrunner; T. Devine*; J. Lauko; L. Rosten*	Common interest and attorney client communication and analysis of counsel concerning PLS litigation initiated against ResCap and Ally.	Privileged - AC & WP; Common Interest		
520	10/5/2011	G. Asher (Evercore)	M. Carpenter; J. Brown; J. Mackey; C. Pinkston; L. Hall	E. Mestre; D. Ying (Evercore); D. Celentano; S. Sieh; J. Strelcova (Evercore)	Email with attachments prepared by and at the request of counsel by litigation consultant (ever core) regarding ResCap bankruptcy.	Privileged - AC & WP		
521	8/3/2011	C. Weiss	C. Weiss; R. Sandler (DPW); J. Weng (DPW); D. DeBrunner; J. Belisle*; C. Larson; B. Mashburn; A. Norton*; T. Devine*; R. Walsh	J. Brown; J. Mackey; C. Pinkston	Email with draft SEC disclosure requesting legal advice concerning disclosure.	Privileged - AC & WP		
522	12/1/2011	J. Mackey	C. Hoyt (MB)		Email with attachment (prepared by Mayer Brown) containing draft letter regarding Preservation of Sales of Mortgage Loans to ResCap.	Privileged - AC & WP		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
523	3/27/2012	D. Kalajian*	J. Mackey; W. Solomon*		Redacted email seeking legal advice of concerning response to PBGC request\.	Privileged - AC		
524	5/14/2012	T. Devine*	J. Mackey		Email containing legal advice of counsel regarding RMBS Settlement.	Privileged - AC		
525	4/27/2012	M. Sitlinger	D. DeBrunner; T. Devine*; T. Kushman; C. Weiss; J. Harper; J. Belisle*	M. Anspach	Email with attachment containing draft memorandum on PLS litigation and reserves prepared at the request of counsel and seeking legal advice from Ally Legal Staff concerning disclosure.	Privileged - AC & WP		
526	4/27/2012	T. Devine*	T. Kushman; M. Sitlinger; C. Weiss; D. DeBrunner; J. Harper; J. Belisle*		Email with attachment containing draft memorandum on PLS litigation and reserves prepared at the request of counsel and information for the purpose of rendering legal advice.	Privileged - AC & WP		
527	4/27/2012	M. Sitlinger	T. Devine*; T. Kushman; C. Weiss; J. Harper; J. Belisle*	M. Anspach; D. DeBrunner	Email with attachment containing draft memorandum on PLS litigation and reserves prepared at the request of counsel and seeking legal advice of Ally Legal Staff.	Privileged - AC & WP		
528	4/27/2012	D. DeBrunner	M. Sitlinger; T. Devine*; T. Kushman; C. Weiss; J. Harper; J. Belisle*	M. Anspach	Email seeking legal advice of Ally Legal Staff concerning PLS litigation and reserve disclosures.	Privileged - AC & WP		
529	4/27/2012	M. Sitlinger	T. Devine*; T. Kushman; C. Weiss; J. Harper; J. Belisle*	D. DeBrunner	Email with attachment containing draft memorandum regarding PLS litigation and reserves prepared at the request of counsel and seeking legal advice of Ally Legal Staff.	Privileged - AC & WP		
531	4/27/2012	T. Devine*	M. Sitlinger; D. DeBrunner; C. Weiss; J. Belisle*; T. Kushman		Email with draft memorandum reflecting legal advice and analysis of Ally Legal Staff regarding PLS litigation.	Privileged - AC		
532	4/18/2012	T. Kushman	T. Devine*; R. Zachary; J. Cancelliere	D. Soto; H. Benton*; J. Andrews*	Email containing legal advice of counsel regarding PLS litigation pending against ResCap and Ally.	Privileged - AC & WP; Common Interest		

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533	4/18/2012	T. Kushman	T. Devine*; R. Zachary; J. Cancelliere	D. Soto	Email containing legal advice of counsel regarding PLS litigation and response to Federal Reserve inquiry.	Privileged - AC & WP; Common Interest		
534	4/17/2012	T. Kushman	J. Cancelliere		Common interest and attorney client communication reflecting legal advice of counsel regarding PLS litigation.	Privileged - AC & WP; Common Interest		
535	4/16/2012	T. Kushman	T. Devine*		Email containing legal advice of counsel regarding RMBS Settlement.	Privileged - AC		
536	4/13/2012	T. Kushman	J. Cancelliere; E. Primps	C. Scott; T. Devine*	Common interest and attorney client communications regarding potential settlement of PLS claims.	Privileged - AC & WP; Common Interest		
537	4/23/2012	T. Kushman	J. Ruckdaschel^; J. Blaschko; T. Devine*; T. Witten; J. Cancelliere	B. Smith; L. Reichel; P. Zellman*	Common interest and attorney client communications regarding potential settlement of PLS claims.	Privileged - AC & WP; Common Interest		
541	1/20/2012	D. Hagens*	T. Devine*		Attorney-client communication regarding proposed RMBS Settlement.	Privileged - AC		
542	1/17/2012	D. Hagens*	T. Devine*; T. Hamzehpour^; J. Ruckdaschel^		Common interest and attorney client communications regarding potential settlement of PLS claims.	Privileged - AC & WP; Common Interest		
543	1/20/2012	D. Hagens*	T. Devine*; J. Ruckdaschel^		Common interest and attorney client communications regarding potential settlement of PLS claims and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209324	ALLY_0209328
544	4/28/2012	M. Carpenter	T. Devine*		Email from counsel containing legal advice regarding RMBS Settlement.	Privileged - AC		
545	4/28/2012	T. Devine*	M. Carpenter	W. Solomon*	Email from counsel containing legal advice regarding RMBS Settlement.	Privileged - AC		
546	4/28/2012	T. Devine*	T. Marano; T. Hamzehpour^; M. Carpenter; W. Solomon*; G. Proia		Common interest and attorney client communications regarding potential settlement of PLS claims and tolling agreement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209966	ALLY_0209975
547	3/26/2012	T. Devine*	J. Ruckdaschel^	B. Smith (D&W); P. Zellman*	Common interest and attorney client communications regarding potential settlement of PLS claims and tolling agreement.	Privileged - AC & WP; Common Interest		
548	3/26/2012	J. Ruckdaschel^	T. Witten; J. Blaschko	T. Devine*; B. Smith (D&W)	Common interest and attorney client communications regarding potential settlement of PLS claims and tolling agreement.	Privileged - AC & WP; Common Interest		
550	12/7/2011	T. Devine*	W. Solomon*; T. Hamzehpour^; J. Ruckdaschel^; D. Hagens*		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209276	ALLY_0209279

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551	12/7/2011	W. Solomon*	T. Devine*; T. Hamzehpour^; J. Ruckdaschel^; D. Hagens*		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement.	Privileged - AC & WP; Common Interest		
556	12/22/2011	T. Devine*	T. Kushman; J. Cancelliere	J. Ruckdaschel^; D. Hagens*	Common interest and attorney client communications regarding joint strategy relating to RMBS settlement.	Privileged - AC & WP; Common Interest		
558	1/20/2012	T. Devine*	D. Hagens*; J. Ruckdasche^		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209329	ALLY_0209333
559	1/20/2012	T. Devine*	D. Hagens*; J. Ruckdaschel^		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209334	ALLY_0209338
560	1/17/2012	T. Devine*	T. Hamzehpour^; J. Ruckdaschel^; D. Hagens		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209308	ALLY_0209312
561	2/17/2012	T. Devine*	W. Solomon*; T. Hamzehpour^; D. Hagens; J. Ruckdaschel^; H. Benton*		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement and tolling potential claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209439	ALLY_0209444
562	2/14/2012	T. Kushman	T. Devine*; D. Hagens; J. Ruckdaschel^; T. Hamzehpour^		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement and tolling potential claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209435	ALLY_0209438
563	2/13/2012	T. Kushman	T. Devine*; D. Hagens; J. Ruckdaschel^; T. Hamzehpour^		Common interest and attorney client communications regarding joint strategy relating to RMBS settlement and tolling potential claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209431	ALLY_0209434
565	1/20/2012	T. Devine*	W. Solomon*; T. Hamzehpour^	D. Hagens; J. Ruckdaschel^; T. Hamzehpour^	Common interest and attorney client communications regarding joint strategy relating to RMBS settlement and tolling potential claims.	Privileged - AC & WP; Common Interest		
566	5/14/2012	B. Yastine	T. Devine*		Attorney-client communication regarding proposed RMBS Settlement.	Privileged - AC		
567	5/14/2012	T. Devine*	B. Yastine		Attorney-client communication regarding proposed RMBS Settlement.	Privileged - AC		

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568	5/14/2012	T. Devine*	B. Yastine	W. Solomon*; M. Carpenter	Attorney-client communication regarding proposed RMBS Settlement.	Privileged - AC		
570	11/22/2011	P. Zellman*	T. Devine*; J. Ruckdaschel^; D. Hagens; P. Young	T. Hamzehpour^; W. Solomon*	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209240	ALLY_0209241
572	11/22/2011	P. Young	T. Devine*; J. Ruckdaschel^; D. Hagens; P. Zellman*	T. Hamzehpour^; W. Solomon*; P. Young	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209242	ALLY_0209244
573	11/21/2011	D. Hagens*	T. Devine*		Attorney-client communication regarding proposed RMBS Settlement.	Privileged - AC		
576	11/22/2011	T. Devine*	J. Ruckdaschel^; D. Hagens; P. Zellman*; P. Young	T. Hamzehpour^; W. Solomon*	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209245	ALLY_0209246
579	12/23/2011	T. Devine*	T. Hamzehpour^	J. Ruckdaschel^	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209305	ALLY_0209307
580	1/26/2012	J. Ruckdaschel^	T. Devine*; D. Hagens; B. Smith (D&W)	T. Hamzehpour^	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209383	ALLY_0209389
581	1/24/2012	J. Ruckdaschel^	T. Devine*; T. Hamzehpour^; D. Hagens*; P. Zellman*; P. Young; B. Smith (D&W)		Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209350	ALLY_0209351
584	1/26/2012	T. Devine*	D. Hagens*; B. Smith (D&W)	J. Ruckdaschel^; T. Hamzehpour^	Attorney-client communication regarding proposed confidentiality and tolling agreement relating to RMBS claims.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209390	ALLY_0209395
585	1/24/2012	T. Devine*	D. Hagens*; T. Hamzehpour^; J. Ruckdaschel^; L. Rosten*	B. Smith	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209361	ALLY_0209366

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590	2/28/2012	T. Devine*	P. Zellman*	L. Rosten*	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC; Redacted	ALLY_0209509	ALLY_0209512
591	2/28/2012	T. Devine*	B. Smith (D&W)	D. Hagens*; J. Ruckdaschel^; T. Hamzehpour^	Common interest and attorney client communications regarding joint strategy relating to PLS litigation.	Privileged - AC; Redacted	ALLY_0209567	ALLY_0209569
594	4/6/2012	B. Smith	T. Devine*	W. Thompson^; J. Ruckdaschel^; P. Zellman*	Redacted email between counsel concerning proposed tolling agreements and coordinating joint strategy concerning potential RMBS claimants.	Privileged - AC; Common Interest Redacted	ALLY_0143541	ALLY_0143564

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596	5/8/2012	T. Devine*	M. Renzi; J. Cancelliere	G. Lee (MoFo); J. Ruckdaschel^; T. Hamzehpour^; R. Cieri (K&E)	Redacted common interest communication with counsel for debtors regarding joint negotiation of RMBS Settlement.	Privileged - AC; Common Interest; Redacted	ALLY_PEO_0028932	ALLY_PEO_0028936
599	4/20/2012	T. Hamzehpour^	T. Devine*	B. Smith; P. Zellman*; J. Ruckdaschel^	Redacted common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209904	ALLY_0209913
600	4/20/2012	T. Hamzehpour^	T. Devine*	B. Smith; P. Zellman*; J. Ruckdaschel^	Redacted common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209914	ALLY_0209922
601	4/18/2012	B. Smith	T. Devine*; T. Hamzehpour^; J. Ruckdaschel^; P. Zellman*		Redacted common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209860	ALLY_0209868
603	3/19/2012	T. Hamzehpour^	B. Smith (D&W); T. Devine*; T. Kushman; J. Cancelliere; P. Zellman*; P. Young	L. Rosten*; W. Thompson^; J. Ruckdaschel^	Redacted common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209793	ALLY_0209800
604	3/17/2012	T. Hamzehpour^	B. Smith (D&W); T. Devine*; T. Kushman; J. Cancelliere; P. Zellman*; P. Young	L. Rosten*; W. Thompson^; J. Ruckdaschel^	Redacted common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209770	ALLY_0209778
605	3/16/2012	B. Smith (D&W)	T. Devine*		Redacted common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209738	ALLY_0209746
606	3/16/2012	B. Smith (D&W)	T. Devine*		Redacted common interest and attorney client communication regarding joint tolling agreement with certificate holder.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209747	ALLY_0209754
607	3/16/2012	B. Smith (D&W)	T. Devine*; T. Kushman; J. Cancelliere; P. Zellman*; P. Young	L. Rosten*; T. Hamzehpour^; W. Thompson^; J. Ruckdaschel^	Redacted common interest and attorney client communication regarding joint tolling agreement with certificate holder.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209755	ALLY_0209762
608	3/16/2012	B. Smith (D&W)	T. Devine*; T. Kushman; J. Cancelliere; P. Zellman*; P. Young	L. Rosten*; T. Hamzehpour^; W. Thompson^; J. Ruckdaschel^	Redacted common interest and attorney client communication regarding joint tolling agreement with certificate holder.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209763	ALLY_0209769
609	3/7/2012	B. Smith (D&W)	T. Devine*; T. Kushman; J. Cancelliere; P. Zellman*; P. Young	D. Hagens*; L. Rosten*; T. Hamzehpour^; W. Thompson^; J. Ruckdaschel^	Redacted common interest and attorney client communication regarding joint tolling agreement with certificate holder.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209700	ALLY_0209705

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610	3/6/2012	B. Smith (D&W)	T. Devine*; L. Rosten*	D. Hagens*; P. Zellman*	Redacted common interest and attorney client communication regarding joint tolling agreement with certificate holder.	Privileged - AC; Redacted	ALLY_0209696	ALLY_0209699
611	2/28/2012	B. Smith (D&W)	T. Devine*	D. Hagens*; J. Ruckdaschel^; T. Hamzehpour*	Redacted common interest and attorney client communication regarding joint tolling agreement with certificate holder.	Privileged - AC; Redacted	ALLY_0209624	ALLY_0209626
612	5/3/2012	W. Thompson^	J. Ruckdaschel^; T. Devine*; T. Hamzehpour^; G. Lee (MoFo); J. Levitt (MoFo); P. Zellman*	L. Delehey	Redacted common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210033	ALLY_0210035
615	5/8/2012	J. Cancelliere	T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210197	ALLY_0210199
616	5/8/2012	J. Cancelliere	T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210200	ALLY_0210202
618	5/10/2012	J. Levitt (MoFo)	T. Devine*; G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210327	ALLY_0210335
619	5/10/2012	G. Lee (MoFo)	J. Levitt (MoFo); T. Devine*; R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*; G. Lee (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210336	ALLY_0210345
620	5/10/2012	R. Cieri (K&E)	T. Devine*; G. Lee (MoFo); J. Levitt (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042567	ALLY_PEO_0042578
621	5/10/2012	G. Lee (MoFo)	J. Levitt (MoFo); T. Devine*; R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*; G. Lee (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042579	ALLY_PEO_0042588
622	5/10/2012	J. Levitt (MoFo)	T. Devine*; G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042589	ALLY_PEO_0042598
623	5/10/2012	G. Lee (MoFo)	R. Cieri (K&E); T. Devine*	L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo); W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210346	ALLY_0210356
624	5/10/2012	R. Cieri (K&E)	T. Devine*	G. Lee (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo); W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210357	ALLY_0210366

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625	5/10/2012	R. Cieri (K&E)	T. Devine*; G. Lee (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210367	ALLY_0210375
627	4/20/2012	T. Devine*	T. Hamzehpour^	B. Smith; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209923	ALLY_0209931
628	4/20/2012	T. Devine*	T. Hamzehpour^	B. Smith; P. Zellman*; J. Ruckdaschel^	Common interest and attorney client communication regarding joint negotiation of RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209932	ALLY_0209941
629	5/2/2012	T. Devine*	W. Solomon*		Redacted email containing legal advice regarding RMBS Settlement.	Privileged - AC; Redacted	ALLY_0143656	ALLY_0143661
632	5/10/2012	T. Devine*	J. Levitt (MoFo); G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210376	ALLY_0210385
633	5/10/2012	T. Devine*	T. Devine*; J. Levitt (MoFo); G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210386	ALLY_0210396
634	5/10/2012	T. Devine*	G. Lee (MoFo); J. Levitt (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210397	ALLY_0210407
635	5/10/2012	T. Devine*	G. Lee (MoFo); J. Levitt (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210408	ALLY_0210418
636	5/10/2012	T. Devine*	G. Lee (MoFo); J. Levitt (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS settlement and pending PLS litigation.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0210419	ALLY_0210428
637	5/10/2012	T. Devine*	R. Cieri (K&E); G. Lee (MoFo); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_0210429	ALLY_0210437
638	1/20/2012	T. Devine*	D. Hagens*; J. Ruckdaschel^		Common interest and attorney client communication concerning joint tolling agreement with RMBS certificate holder.	Privileged - AC; Redacted	ALLY_0209345	ALLY_0209349

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639	12/23/2011	T. Devine*	T. Hamzehpour^	J. Ruckdaschel^	Common interest and attorney client communication concerning joint tolling agreement with RMBS certificate holder.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0158708	ALLY_0158709
640	1/24/2012	T. Devine*	T. Hamzehpour^; D. Hagens*; J. Ruckdaschel^; L. Rosten*		Common interest and attorney client communication concerning joint tolling agreement with RMBS certificate holder.	Privileged - AC & WP; Common Interest; Redacted	ALLY_0209377	ALLY_0209382
641	3/19/2012	P. Zellman*	T. Devine*; B. Smith (D&W); T. Kushman; J. Cancelliere; P. Young	L. Rosten*; T. Hamzehpour^; W. Thompson^; J. Ruckdaschel^	Common interest and attorney client communication concerning joint negotiation of RMBS settlement with RMBS certificate holder.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042521	ALLY_PEO_0042528
642	5/8/2012	J. Cancelliere	T. Devine*		Common interest and attorney client communication concerning joint negotiation and evaluation of RMBS settlements.	Privileged - AC; Redacted	ALLY_PEO_0042564	ALLY_PEO_0042566
644	5/10/2012	G. Lee (MoFo)	T. Devine*; J. Levitt (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest and attorney client communication concerning joint strategy in RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042604	ALLY_PEO_0042614
645	5/10/2012	T. Devine*	T. Devine*; J. Levitt (MoFo); G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E)	W. Solomon*	Common interest and attorney client communication concerning joint strategy in RMBS settlement.	Privileged - AC & WP; Common Interest; Redacted	ALLY_PEO_0042615	ALLY_PEO_0042625
647	5/10/2012	T. Devine*	G. Lee (MoFo); R. Cieri (K&E); L. Nashelsky (MoFo); N. Ornstein (K&E); J. Levitt (MoFo)	W. Solomon*	Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_PEO_0042626	ALLY_PEO_0042634
648	5/14/2012	T. Devine*	G. Lee (MoFo); A. Princi (MoFo); J. Levitt (MoFo); N. Ornstein (K&E); R. Cieri (K&E); J. Lipps (CL); J. Ruckdaschel^		Common interest communication with counsel for debtors regarding joint strategy for proposed RMBS Settlement.	Privileged - AC; Common Interest	ALLY_PEO_0042635	ALLY_PEO_0042638
650	12/5/2011	L. Hall	J. Strelcova (Evercore); Project Rodeo (Evercore)	C. Pinkston; E. Kahan	Email with attachment regarding draft litigation project list prepared litigation consultant (Evercore Partners), and reflecting legal strategy.	Privileged - AC & WP		
651	9/23/2011				Draft presentation prepared by counsel and containing attorney-client communications regarding mortgage operations.	Privileged - AC & WP		

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653	10/4/2011				Presentation and related documents regarding litigation strategy prepared by outside counsel and litigation consultant at direction of legal counsel.	Privileged - AC		
654	2/1/2012				Presentation prepared by outside counsel and containing attorney-client communications regarding potential bankruptcy filing and litigation strategy.	Privileged - AC & WP		
655	3/9/2012				Presentation prepared by outside counsel and containing attorney-client communications regarding potential bankruptcy filing and litigation strategy.	Privileged - AC & WP		
656	1/17/2012				Presentation prepared by outside counsel and containing attorney-client communications regarding potential bankruptcy filing and litigation strategy.	Privileged - AC & WP		
657	2/17/2012	T. Devine*	W. Solomon*; T. Hamzehpour^; D. Hagens*; J. Ruckdaschel^; H. Benton*		Common interest and attorney client communication concerning joint strategy in RMBS settlement and proposed tolling agreements.	Privileged - AC; Redacted	ALLY_0209124	ALLY_0209129
665	8/24/2012	N. Ornstein (K&E)	A. Klein (MoFo)	E. Richard (MoFo)	Common interest communication with counsel for debtors regarding RMBS motion and settlement.	Privileged - AC; Common Interest		
666	8/24/2012	A. Klein (MoFo)	N. Ornstein (K&E)	E. Richard (MoFo)	Common interest communication with counsel for debtors regarding RMBS motion and settlement.	Privileged - AC; Common Interest		
667	8/24/2012	N. Ornstein (K&E)	A. Klein (MoFo)	E. Richard (MoFo)	Common interest communication with counsel for debtors regarding RMBS motion and settlement.	Privileged - AC; Common Interest		
668	8/24/2012	A. Klein (MoFo)	N. Ornstein (K&E)	E. Richard (MoFo)	Common interest communication with counsel for debtors regarding RMBS motion and settlement.	Privileged - AC; Common Interest		
669	8/24/2012	N. Ornstein (K&E)	E. Richard (MoFo)	A. Klein (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS motion and settlement.	Privileged - AC; Common Interest		

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672	8/24/2012	N. Ornstein (K&E)	D. Clark (MoFo)	P. Bryan (K&E); J. Levitt (MoFo); D. Donovan (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS motion and settlement.	Privileged - AC & WP; Common Interest		
681	7/24/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC; Common Interest		
682	7/24/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC; Common Interest		
683	7/23/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	D. Clark (MoFo); M. Meltzer (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC; Common Interest		
684	7/23/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	D. Clark (MoFo); M. Meltzer (K&E)	Common interest communication with attachment (prepared by Kirkland & Ellis) with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC & WP; Common Interest		
685	7/23/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	D. Clark (MoFo); M. Meltzer (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC; Common Interest		
686	7/23/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	D. Clark (MoFo); M. Meltzer (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC; Common Interest		
687	7/23/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	D. Clark (MoFo); M. Meltzer (K&E)	Common interest communication with attachment (prepared by Kirkland & Ellis) with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC & WP; Common Interest		
688	7/23/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement motion.	Privileged - AC; Common Interest		
689	7/22/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	D. Clark (MoFo)	Common interest communication with attachment (prepared by Mofo) with counsel for Ally regarding joint strategy for RMBS Settlement motion.	Privileged - AC & WP; Common Interest		
690	7/19/2012	A. Princi (MoFo)	G. Lee (MoFo); R. Schrock (K&E); R. Cieri (K&E); N. Ornstein (K&E); D. Donovan (K&E); T. Devine*; L. Nashelsky (MoFo); J. Powell (K&E)	J. Levitt (MoFo); M. Beck (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
691	7/18/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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692	7/18/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
693	7/17/2012	T. Goren (MoFo)	R. Schrock (K&E)	G. Lee (MoFo); R. Cieri (K&E); S.Hessler (K&E); L. Nashelsky (MoFo); C. Bruens (K&E); M. McKane (K&E); A. Klein (MoFo); A. Grossi (K&E); N. Ornstein (K&E); A. Klein (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
694	7/16/2012	R. Schrock (K&E)	T. Goren (MoFo)	G. Lee (MoFo); R. Cieri (K&E); S.Hessler (K&E); L. Nashelsky (MoFo); C. Bruens (K&E); M. McKane (K&E); A. Klein (MoFo); A. Grossi (K&E); N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
695	7/16/2012	N. Ornstein (K&E)	A. Klein (MoFo)	C. Bruens (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
696	7/16/2012	A. Klein (MoFo)	N. Ornstein (K&E)	C. Bruens (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
697	7/13/2012	N. Ornstein (K&E)	A. Klein (MoFo)	C. Bruens (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
698	7/13/2012	A. Klein (MoFo)	N. Ornstein (K&E)	C. Bruens (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
699	7/13/2012	N. Ornstein (K&E)	A. Klein (MoFo)	C. Bruens (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
700	7/13/2012	A. Klein (MoFo)	N. Ornstein (K&E)	C. Bruens (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
701	7/13/2012	N. Ornstein (K&E)	A. Klein (MoFo)	C. Bruens (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
702	7/12/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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In re: Residential Capital, LLC, et. al. (Case No. 12-12020 (MG))
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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
703	7/12/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
704	7/12/2012	N. Ornstein (K&E)	J. Levitt (MoFo); T. Devine*		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
705	7/12/2012	A. Klein (MoFo)	N. Ornstein (K&E)	A. Grossi (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
706	7/12/2012	N. Ornstein (K&E)	A. Klein (MoFo)	A. Grossi (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
707	7/12/2012	A. Klein (MoFo)	N. Ornstein (K&E)	A. Grossi (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
708	7/12/2012	T. Devine*	J. Levitt (MoFo); N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
709	7/11/2012	N. Ornstein (K&E)	A. Klein (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
710	7/11/2012	A. Klein (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
711	7/11/2012	N. Ornstein (K&E)	A. Klein (MoFo)		Common interest communication with counsel for debtors regarding joint negotiation of RMBS Settlement.	Privileged - AC; Common Interest		
712	7/11/2012	N. Ornstein (K&E)	A. Klein (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
715	7/10/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
716	7/9/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
717	7/9/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
718	7/9/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
719	7/9/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
720	7/9/2012	N. Ornstein (K&E)	E. Richard (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
721	7/9/2012	E. Richard (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
722	7/9/2012	N. Ornstein (K&E)	E. Richard (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
723	7/9/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
724	7/9/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
725	7/9/2012	N. Ornstein (K&E)	M. Beck (MoFo); D. Beckstrom (K&E)		Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
726	7/9/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
727	7/9/2012	M. Beck (MoFo)	D. Beckstrom (K&E)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
728	7/9/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
729	7/9/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
730	7/9/2012	R. Schrock (K&E)	G. Lee (MoFo); L. Nashelsky (MoFo); T. Goren (MoFo)	J. Powell (K&E); D. Donovan (K&E); R. Cieri (K&E); S.Hessler (K&E); C. Bruens (K&E); N. Ornstein (K&E); A. Grossi (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
731	7/7/2012	D. Beckstrom (K&E)	M. Beck (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
732	7/7/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
733	7/6/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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734	7/6/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
735	7/6/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	D. Clark (MoFo)	Common interest communication with counsel for debtors with attachment (prepared by Mofo) regarding joint strategy with respect to RMBS Settlement.	Privileged - AC; Common Interest		
736	7/6/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
737	7/6/2012	M. Beck (MoFo)	D. Beckstrom (K&E)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
738	7/6/2012	M. Beck (MoFo)	D. Beckstrom (K&E)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
739	7/6/2012	D. Beckstrom (K&E)	M. Beck (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding Plan Support Agreement.	Privileged - AC; Common Interest		
741	7/6/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
742	7/6/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
743	7/6/2012	D. Beckstrom (K&E)	M. Beck (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
744	7/6/2012	M. Beck (MoFo)	D. Beckstrom (K&E)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
745	7/6/2012	D. Beckstrom (K&E)	M. Beck (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
746	7/6/2012	M. Beck (MoFo)	D. Beckstrom (K&E)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
747	7/5/2012	N. Ornstein (K&E)	T. Goren (MoFo); E. Richard (MoFo); L. Nashelsky (MoFo); G. Lee (MoFo); A. Klein (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal advice/discussion regarding draft bankruptcy documents	Privileged - AC; Common Interest		
748	7/5/2012	D. Beckstrom (K&E)	M. Beck (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding language for bankruptcy-related documents	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
749	7/5/2012	R. Schrock (K&E)	G. Lee (MoFo); L. Nashelsky (MoFo); T. Goren (MoFo); J. Powell (K&E); R. Cieri (K&E); S.Hessler (K&E)	C. Bruens (K&E); N. Ornstein (K&E); A. Grossi (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy and Plan Support Agreement.	Privileged - AC; Common Interest		
750	7/5/2012	G. Lee (MoFo)	R. Schrock (K&E); L. Nashelsky (MoFo); T. Goren (MoFo); J. Powell (K&E); R. Cieri (K&E); S.Hessler (K&E)	C. Bruens (K&E); N. Ornstein (K&E); A. Grossi (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy and Plan Support Agreement.	Privileged - AC; Common Interest		
751	7/5/2012	R. Schrock (K&E)	L. Nashelsky (MoFo); T. Goren (MoFo); G. Lee (MoFo); J. Powell (K&E); R. Cieri (K&E); S.Hessler (K&E)	C. Bruens (K&E); N. Ornstein (K&E); A. Grossi (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy and Plan Support Agreement.	Privileged - AC; Common Interest		
752	7/4/2012	N. Ornstein (K&E)	M. Beck (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
753	7/3/2012	M. Beck (MoFo)	M. Beck (MoFo); N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
754	7/3/2012	M. Beck (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
755	7/3/2012	N. Ornstein (K&E)	D. Clark (MoFo)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
756	7/3/2012	D. Clark (MoFo)	N. Ornstein (K&E)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC & WP; Common Interest		
757	7/3/2012	N. Ornstein (K&E)	D. Clark (MoFo); J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
758	7/3/2012	N. Ornstein (K&E)	D. Clark (MoFo)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
759	7/3/2012	D. Clark (MoFo)	N. Ornstein (K&E); J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
760	7/3/2012	D. Clark (MoFo)	N. Ornstein (K&E)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC & WP; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
761	7/3/2012	T. Goren (MoFo)	N. Ornstein (K&E); E. Richard (MoFo); L. Nashelsky (MoFo); G. Lee (MoFo); A. Klein (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding draft bankruptcy filing.	Privileged - AC; Common Interest		
762	7/3/2012	N. Ornstein (K&E)	E. Richard (MoFo); L. Nashelsky (MoFo); G. Lee (MoFo) ; T. Goren (MoFo); A. Klein (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding draft bankruptcy filing.	Privileged - AC & WP; Common Interest		
763	7/3/2012	N. Ornstein (K&E)	J. Levitt (MoFo); D. Clark (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
764	7/3/2012	J. Levitt (MoFo)	N. Ornstein (K&E); D. Clark (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
765	7/3/2012	N. Ornstein (K&E)	D. Clark (MoFo)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
766	7/3/2012	N. Ornstein (K&E)	D. Clark (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
767	7/3/2012	D. Clark (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC & WP; Common Interest		
768	7/3/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
769	7/3/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
770	7/3/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding Plan Support Agreement / potential PLS litigation.	Privileged - AC; Common Interest		
773	7/2/2012	T. Goren (MoFo)	R. Schrock (K&E); N. Rosenbaum (MoFo); C. Bruens (K&E); E. Richard (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		
774	7/2/2012	R. Schrock (K&E)	T. Goren (MoFo); N. Rosenbaum (MoFo); C. Bruens (K&E); E. Richard (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		
775	7/2/2012	T. Goren (MoFo)	N. Rosenbaum (MoFo); C. Bruens (K&E); R. Schrock (K&E); E. Richard (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
776	7/2/2012	N. Rosenbaum (MoFo)	C. Bruens (K&E); R. Schrock (K&E); E. Richard (MoFo); T. Goren (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		
777	7/2/2012	C. Bruens (K&E)	R. Schrock (K&E); E. Richards (MoFo)	N. Rosenbaum (MoFo); Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		
779	6/28/2012	N. Ornstein (K&E)	M. Beck (MoFo)		Common interest communication with counsel for debtors regarding potential PLS litigation.	Privileged - AC; Common Interest		
780	6/28/2012	N. Ornstein (K&E)	J. Wishnew (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding.	Privileged - AC; Common Interest		
781	6/28/2012	R. Schrock (K&E)	E. Richard (MoFo)	C. Bruens (K&E); N. Rosenbaum (MoFo); Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		
782	6/28/2012	E. Richard (MoFo)	C. Bruens (K&E); N. Rosenbaum (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		
783	6/28/2012	C. Bruens (K&E)	E. Richard (MoFo); N. Rosenbaum (MoFo)	Project Rodeo (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy filings.	Privileged - AC; Common Interest		
784	6/28/2012	N. Ornstein (K&E)	J. Wishnew (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding.	Privileged - AC; Common Interest		
785	6/28/2012	J. Wishnew (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding.	Privileged - AC; Common Interest		
786	6/28/2012	N. Ornstein (K&E)	J. Wishnew (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding.	Privileged - AC; Common Interest		
787	6/27/2012	N. Ornstein (K&E)	M. Beck (MoFo); V. Cole (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
788	6/27/2012	M. Beck (MoFo)	N. Ornstein (K&E); V. Cole (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
789	6/27/2012	J. Wishnew (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding.	Privileged - AC; Common Interest		
790	6/27/2012	N. Ornstein (K&E)	J. Wishnew (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding.	Privileged - AC; Common Interest		

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791	6/27/2012	M. Beck (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
792	6/27/2012	N. Ornstein (K&E)	M. Beck (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
793	6/27/2012	M. Beck (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
794	6/27/2012	N. Ornstein (K&E)	M. Beck (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
795	6/27/2012	N. Ornstein (K&E)	M. Beck (MoFo); V. Cole (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
797	6/27/2012	N. Ornstein (K&E)	M. Beck (MoFo); V. Cole (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation / Plan Support Agreement.	Privileged - AC; Common Interest		
798	6/27/2012	M. Beck (MoFo)	V. Cole (K&E)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation / Plan Support Agreement.	Privileged - AC; Common Interest		
799	6/27/2012	V. Cole (K&E)	M. Beck (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
801	6/26/2012	N. Evans (MoFo)	N. Evans (MoFo); E. Raymond (MB); C. Hoyt (MB); J. Waller (MB); D. Linley (MB); R. Cieri (K&E); R. Schrock (K&E); S.Hessler (K&E); N. Ornstein (K&E)	L. Nashelsky (MoFo); G. Lee (MoFo); T. Goren (MoFo); A. Barrage (MoFo); M. Crespo (MoFo)	Common interest communication with counsel for debtors regarding revisions to asset purchase agreement.	Privileged - AC & WP; Common Interest		
802	6/26/2012	N. Evans (MoFo)	E. Raymond (MB); C. Hoyt (MB); J. Waller (MB); D. Linley (MB); R. Cieri (K&E); R. Schrock (K&E); S.Hessler (K&E); N. Ornstein (K&E)	L. Nashelsky (MoFo); G. Lee (MoFo); T. Goren (MoFo); A. Barrage (MoFo); M. Crespo (MoFo)	Common interest communication with counsel for debtors regarding revisions to draft asset purchase agreement.	Privileged - AC; Common Interest		
803	6/26/2012	N. Evans (MoFo)	E. Raymond (MB); C. Hoyt (MB); J. Waller (MB); D. Linley (MB); R. Cieri (K&E); R. Schrock (K&E); S.Hessler (K&E); N. Ornstein (K&E)	L. Nashelsky (MoFo); G. Lee (MoFo); T. Goren (MoFo); A. Barrage (MoFo); M. Crespo (MoFo)	Common interest communication with counsel for debtors regarding revisions to asset purchase agreement.	Privileged - AC & WP; Common Interest		

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804	6/26/2012	N. Ornstein (K&E)	M. Beck (MoFo); V. Cole (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
805	6/26/2012	M. Beck (MoFo)	N. Ornstein (K&E); V. Cole (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
806	6/26/2012	N. Ornstein (K&E)	V. Cole (K&E); M. Beck (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
807	6/26/2012	V. Cole (K&E)	M. Beck (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
808	6/26/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
809	6/26/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
810	6/26/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
811	6/26/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding potential PLS litigation.	Privileged - AC; Common Interest		
840	6/19/2012	T. Devine*	J. Levitt (MoFo); N. Ornstein (K&E)	G. Lee (MoFo); J. Newton (MoFo)	Common interest communication with counsel for debtors containing legal advice and analysis of ResCap and AFI counsel regarding Kathy Patrick settlement.	Privileged - AC; Common Interest		
841	6/19/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal advice and analysis of ResCap and AFI counsel regarding Kathy Patrick settlement.	Privileged - AC; Common Interest		
842	6/19/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis of ResCap and AFI counsel regarding Kathy Patrick settlement.	Privileged - AC; Common Interest		
843	6/19/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal advice and analysis of ResCap and AFI counsel regarding Kathy Patrick settlement.	Privileged - AC; Common Interest		

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844	6/19/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis of ResCap and AFI counsel regarding Kathy Patrick settlement.	Privileged - AC; Common Interest		
845	6/19/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal analysis of ResCap and AFI counsel regarding RMBS Settlement.	Privileged - AC; Common Interest		
846	6/19/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	J. Newton (MoFo); A. Princi (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors containing legal analysis of ResCap and AFI counsel regarding RMBS Settlement.	Privileged - AC; Common Interest		
847	6/19/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	J. Newton (MoFo); A. Princi (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors containing legal analysis of ResCap and AFI counsel regarding RMBS Settlement.	Privileged - AC; Common Interest		
848	6/18/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors containing legal analysis of ResCap and AFI counsel regarding RMBS Settlement.	Privileged - AC; Common Interest		
849	6/18/2012	J. Levitt (MoFo)	N. Ornstein (K&E); J. Newton (MoFo)		Common interest communication with counsel for debtors containing legal analysis of ResCap and AFI counsel regarding RMBS Settlement.	Privileged - AC; Common Interest		
850	6/18/2012	J. Levitt (MoFo)	N. Ornstein (K&E); J. Newton (MoFo)		Common interest communication with counsel for debtors containing legal analysis of ResCap and AFI counsel regarding RMBS Settlement.	Privileged - AC; Common Interest		
851	6/18/2012	N. Ornstein (K&E)	J. Newton (MoFo)	J. Levitt (MoFo)	Common interest communication with counsel for debtors containing legal analysis of ResCap and AFI counsel regarding RMBS Settlement.	Privileged - AC; Common Interest		
853	6/15/2012	J. Levitt (MoFo)	N. Ornstein (K&E); G. Lee (MoFo); P. Bryan (K&E); J. Newton (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
854	6/15/2012	N. Ornstein (K&E)	G. Lee (MoFo); P. Bryan (K&E); J. Levitt (MoFo); J. Newton (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
859	6/15/2012	N. Ornstein (K&E)	G. Lee (MoFo); P. Bryan (K&E); J. Levitt (MoFo); J. Newton (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
860	6/15/2012	G. Lee (MoFo)	N. Ornstein (K&E); P. Bryan (K&E); J. Levitt (MoFo); J. Newton (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
861	6/15/2012	N. Ornstein (K&E)	G. Lee (MoFo); P. Bryan (K&E); J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
862	6/15/2012	G. Lee (MoFo)	P. Bryan (K&E); J. Levitt (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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867	6/14/2012	M. Beck (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal analysis of counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
868	6/14/2012	M. Beck (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal analysis of counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
869	6/14/2012	N. Ornstein (K&E)	M. Beck (MoFo)		Common interest communication with counsel for debtors containing legal analysis of counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
870	6/14/2012	M. Beck (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal analysis of counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
892	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
893	6/11/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
894	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
895	6/11/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
896	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement.	Privileged - AC; Common Interest		
897	6/11/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with attachments with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement.	Privileged - AC & WP; Common Interest		
898	6/11/2012	J. Levitt (MoFo)	D. Donovan (K&E); N. Ornstein (K&E); P. Bryan (K&E)	A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with attachments with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement.	Privileged - AC & WP; Common Interest		
899	6/11/2012	P. Bryan (K&E)	J. Levitt (MoFo); N. Ornstein (K&E)	A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with attachments with counsel for debtors containing advice of legal counsel regarding Plan Support Agreement and settlement amendments.	Privileged - AC & WP; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
900	6/11/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	P. Bryan (K&E); A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors containing advice of legal counsel regarding joint negotiation of Plan Support Agreement and trustee form.	Privileged - AC; Common Interest		
901	6/11/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	P. Bryan (K&E); A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors containing advice of legal counsel regarding joint negotiation of Plan Support Agreement and trustee form.	Privileged - AC; Common Interest		
902	6/11/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	P. Bryan (K&E); J. Newton (MoFo); A. Princi (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
903	6/11/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	P. Bryan (K&E); J. Newton (MoFo); A. Princi (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
904	6/11/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	P. Bryan (K&E); J. Newton (MoFo); A. Princi (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
905	6/11/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	P. Bryan (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
907	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
908	6/11/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
909	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
910	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		

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911	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
912	6/11/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
913	6/11/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
914	6/11/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding legal issues regarding joint negotiation of trust settlement/Plan Support Agreement.	Privileged - AC; Common Interest		
921	6/9/2012	P. Bryan (K&E)	D. Clark (MoFo)	A. Princi (MoFo); J. Levitt (MoFo); N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for filings.	Privileged - AC; Common Interest		
922	6/9/2012	D. Clark (MoFo)	P. Bryan (K&E); A. Princi (MoFo); J. Levitt (MoFo)	N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for filings.	Privileged - AC; Common Interest		
923	6/9/2012	J. Levitt (MoFo)	P. Bryan (K&E); A. Princi (MoFo)	N. Ornstein (K&E); D. Donovan (K&E); J. Powell (K&E); G. Lee (MoFo); D. Clark (MoFo); R. Schrock (K&E); R. Cieri (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for filings.	Privileged - AC; Common Interest		
924	6/9/2012	P. Bryan (K&E)	A. Princi (MoFo)	N. Ornstein (K&E); J. Levitt (MoFo); D. Donovan (K&E); J. Powell (K&E); G. Lee (MoFo); D. Clark (MoFo); R. Schrock (K&E); R. Cieri (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for filings.	Privileged - AC; Common Interest		
927	6/9/2012	A. Princi (MoFo)	N. Ornstein (K&E); P. Bryan (K&E); J. Levitt (MoFo)	D. Donovan (K&E); J. Powell (K&E); G. Lee (MoFo); D. Clark (MoFo); R. Schrock (K&E); R. Cieri (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		

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929	6/9/2012	N. Ornstein (K&E)	P. Bryan (K&E); J. Levitt (MoFo)	D. Donovan (K&E); J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo); R. Schrock (K&E); R. Cieri (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
930	6/9/2012	P. Bryan (K&E)	J. Levitt (MoFo); D. Donovan (K&E); N. Ornstein (K&E)	J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with attachments with counsel for debtors regarding legal issues regarding bankruptcy proceeding and draft 9019 motion	Privileged - AC & WP; Common Interest		
932	6/9/2012	P. Bryan (K&E)	J. Levitt (MoFo)	N. Ornstein (K&E); D. Donovan (K&E); J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
933	6/9/2012	J. Levitt (MoFo)	N. Ornstein (K&E); P. Bryan (K&E); D. Donovan (K&E)	J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
935	6/9/2012	N. Ornstein (K&E)	J. Levitt (MoFo); P. Bryan (K&E); D. Donovan (K&E)	J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
936	6/9/2012	J. Levitt (MoFo)	P. Bryan (K&E); D. Donovan (K&E); N. Ornstein (K&E)	J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
938	6/9/2012	P. Bryan (K&E)	J. Levitt (MoFo); D. Donovan (K&E); N. Ornstein (K&E)	J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors with attachments regarding legal issues regarding bankruptcy proceeding and draft 9019 motion	Privileged - AC & WP; Common Interest		
940	6/8/2012	P. Bryan (K&E)	J. Levitt (MoFo); D. Donovan (K&E); N. Ornstein (K&E)	J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
946	6/8/2012	J. Levitt (MoFo)	D. Donovan (K&E); N. Ornstein (K&E); P. Bryan (K&E)	J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo); D. Clark (MoFo)	Common interest Common interest communication with counsel for debtors with attachments regarding legal issues regarding bankruptcy proceeding and draft 9019 motion.	Privileged - AC & WP; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
955	6/8/2012	P. Bryan (K&E)	J. Levitt (MoFo)	D. Donovan (K&E); N. Ornstein (K&E); J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
956	6/8/2012	J. Levitt (MoFo)	P. Bryan (K&E)	D. Donovan (K&E); N. Ornstein (K&E); J. Powell (K&E); A. Princi (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
957	6/8/2012	P. Bryan (K&E)	J. Levitt (MoFo)	D. Donovan (K&E); N. Ornstein (K&E); J. Powell (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
962	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for filings.	Privileged - AC; Common Interest		
963	6/7/2012	T. Goren (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
964	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
965	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
966	6/7/2012	T. Goren (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
967	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
968	6/7/2012	T. Goren (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
969	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
970	6/7/2012	T. Goren (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		
971	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for bankruptcy proceeding and draft filing.	Privileged - AC; Common Interest		

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976	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)	J. Newton (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
977	6/7/2012	T. Goren (MoFo)	N. Ornstein (K&E)	J. Newton (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
978	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)	J. Newton (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
979	6/7/2012	T. Goren (MoFo)	N. Ornstein (K&E)	J. Newton (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
980	6/7/2012	N. Ornstein (K&E)	T. Goren (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
981	6/7/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	D. Clark (MoFo); P. Bryan (K&E)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
982	6/7/2012	D. Clark (MoFo)	N. Ornstein (K&E)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
983	6/7/2012	N. Ornstein (K&E)	D. Clark (MoFo)		Common interest communication with counsel for debtors regarding legal issues regarding bankruptcy proceeding and joint strategy for 9019 motion.	Privileged - AC; Common Interest		
996	6/5/2012	P. Bryan (K&E)	J. Levitt (MoFo)	J. Powell (K&E); D. Donovan (K&E); S.Hessler (K&E); R. Schrock (K&E); N. Ornstein (K&E); R. Cieri (K&E)	Communication with counsel for debtors with attachments regarding Plan Support Agreement.	Privileged - AC & WP; Common Interest		
997	6/5/2012	J. Levitt (MoFo)	P. Bryan (K&E)	J. Powell (K&E); D. Donovan (K&E); S.Hessler (K&E); R. Schrock (K&E); N. Ornstein (K&E); G. Lee (MoFo); A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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998	6/5/2012	P. Bryan (K&E)	J. Levitt (MoFo)	J. Powell (K&E); D. Donovan (K&E); S.Hessler (K&E); R. Schrock (K&E); N. Ornstein (K&E); G. Lee (MoFo); A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
999	6/5/2012	J. Levitt (MoFo)	P. Bryan (K&E)	J. Powell (K&E); D. Donovan (K&E); S.Hessler (K&E); R. Schrock (K&E); N. Ornstein (K&E); G. Lee (MoFo); A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1000	6/5/2012	P. Bryan (K&E)	J. Levitt (MoFo)	J. Powell (K&E); D. Donovan (K&E); S.Hessler (K&E); R. Schrock (K&E); N. Ornstein (K&E)	Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1001	6/4/2012	N. Ornstein (K&E)	J. Newton (MoFo)	J. Levitt (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1002	6/4/2012	J. Newton (MoFo)	N. Ornstein (K&E)	J. Levitt (MoFo); G. Lee (MoFo)	Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1003	6/3/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	G. Lee (MoFo); A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1004	6/3/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	G. Lee (MoFo); A. Princi (MoFo); D. Clark (MoFo)	Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1005	6/1/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1006	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1007	6/1/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1008	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1009	6/1/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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Ally Financial Inc.s Letter in Response to Letter Submitted b Pg 104 of 108
In re: Residential Capital, LLC, et. al. (Case No. 12-12020 (MG))
Ally Financial Inc.'s Revised Privilege Log - Privilege Number Order

Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
1010	6/1/2012	N. Ornstein (K&E)	N. Ornstein (K&E); J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1011	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1012	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1013	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1014	6/1/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1015	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo); D. Clark (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1018	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1019	6/1/2012	J. Levitt (MoFo)	D. Clark (MoFo); N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1020	6/1/2012	N. Ornstein (K&E)	D. Clark (MoFo)	J. Levitt (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1021	6/1/2012	D. Clark (MoFo)	N. Ornstein (K&E)	J. Levitt (MoFo)	Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1022	6/1/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1023	6/1/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1024	5/31/2012	P. Bryan (K&E)	J. Levitt (MoFo); N. Ornstein (K&E)	D. Donovan (K&E); D. Clark (MoFo); J. Powell (K&E)	Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1025	5/31/2012	T. Devine*	N. Ornstein (K&E); J. Levitt (MoFo); J. Cancelliere; J. Ruckdaschel ¹		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
1029	5/31/2012	J. Levitt (MoFo)	P. Bryan (K&E); N. Ornstein (K&E)	D. Donovan (K&E); D. Clark (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1036	5/30/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	P. Bryan (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1037	5/30/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	P. Bryan (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1038	5/30/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	P. Bryan (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1045	5/30/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1046	5/30/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	G. Lee (MoFo); A. Princi (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1047	5/29/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	G. Lee (MoFo); A. Princi (MoFo)	Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1048	5/29/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1049	5/29/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1050	5/29/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors with attachment regarding joint negotiation of RMBS Settlement.	Privileged - AC & WP; Common Interest		
1051	5/23/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1052	5/23/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1053	5/23/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1054	5/22/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	R. Schrock (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
1055	5/22/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	R. Schrock (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1056	5/22/2012	N. Ornstein (K&E)	J. Levitt (MoFo)	R. Schrock (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1057	5/22/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	R. Schrock (K&E); S.Hessler (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1058	5/17/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1059	5/16/2012	D. Clark (MoFo)	L. Rosten*	J. Levitt (MoFo); N. Ornstein (K&E)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1060	5/16/2012	N. Ornstein (K&E)	T. Devine*	J. Levitt (MoFo); J. Newton (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1061	5/16/2012	N. Ornstein (K&E)	J. Newton (MoFo)		Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1062	5/16/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors with attachments regarding RMBS Settlement.	Privileged - AC & WP; Common Interest		
1067	5/15/2012	N. Ornstein (K&E)	T. Devine*; J. Levitt (MoFo)	J. Newton (MoFo)	Common interest communication with counsel for debtors regarding joint strategy for RMBS Settlement.	Privileged - AC; Common Interest		
1075	5/15/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1076	5/15/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1077	5/15/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1078	5/15/2012	N. Ornstein (K&E)	J. Newton (MoFo)	J. Levitt (MoFo)	Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
1079	5/15/2012	T. Devine*	J. Levitt (MoFo); N. Ornstein (K&E)	G. Lee (MoFo); R. Cieri (K&E)	Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1080	5/15/2012	N. Ornstein (K&E)	J. Levitt (MoFo); T. Devine*	G. Lee (MoFo); R. Cieri (K&E)	Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1081	5/15/2012	J. Levitt (MoFo)	D. Clark (MoFo); N. Ornstein (K&E); J. Newton (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1082	5/15/2012	J. Newton (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1083	5/15/2012	D. Clark (MoFo)	N. Ornstein (K&E); J. Levitt (MoFo); J. Newton (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1084	5/15/2012	N. Ornstein (K&E)	D. Clark (MoFo); J. Levitt (MoFo); J. Newton (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1085	5/15/2012	D. Clark (MoFo)	N. Ornstein (K&E); J. Levitt (MoFo); J. Newton (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1086	5/15/2012	J. Levitt (MoFo)	N. Ornstein (K&E)	D. Clark (MoFo)	Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1087	5/15/2012	N. Ornstein (K&E)	J. Levitt (MoFo); T. Devine*	G. Lee (MoFo); R. Cieri (K&E)	Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1088	5/15/2012	N. Ornstein (K&E)	T. Devine*; J. Levitt (MoFo)	G. Lee (MoFo); R. Cieri (K&E)	Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		

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Priv No.	Doc Date	From	To	CC	Privilege Description	Privilege	ProdBeg	ProdEnd
1090	5/15/2012	J. Levitt (MoFo)	N. Ornstein (K&E)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1104	5/15/2012	N. Ornstein (K&E)	J. Levitt (MoFo)		Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		
1105	5/15/2012	T. Devine*	J. Levitt (MoFo); N. Ornstein (K&E)	G. Lee (MoFo); R. Cieri (K&E)	Common interest communication with counsel for debtors containing legal advice and analysis between ResCap and AFI counsel regarding RMBS Settlement and Plan Support Agreement.	Privileged - AC; Common Interest		